

The CGAI Code of Professional Conduct

The Purpose of the Code

This Code has been written in order to help CGAI members simultaneously meet high standards of professionalism and ethics. The Code provides guidance to members and lays down the standards that the Association expects of members in their capacity as board director or corporate governance advisor. The CGAI requires all members to adhere to this Code of Professional Conduct, as a way of providing tangible evidence of their commitment to professionalism and probity. CGAI members who breach the Code may be subject to disciplinary action by the Association.

As a Board Director of an organisation a CGAI member shall

- Article 1** Exercise leadership, enterprise and independent judgement in directing the organisation so as to achieve its continuing prosperity and act in the best interests of the organisation as a whole.
- Article 2** Follow the standards of good practice set out in codes of good governance relevant to the organisation and act accordingly and diligently.
- Article 3** Exercise, in the best interests of the organisation, appropriate responsibilities to employees, customers, suppliers and other relevant stakeholders, including the wider community.
- Article 4** At all times have a duty to respect the truth and act honestly in business dealings and in the exercise of all responsibilities as a director.
- Article 5** Avoid or declare conflict between personal interests, or the interests of any associated organisation or person, and duties to the organisation.
- Article 6** Not make improper use of information acquired as a director or disclose, or allow to be disclosed, information confidential to the organisation.
- Article 7** Not recklessly or maliciously injure the professional reputation of another member of the CGAI and not engage in any practice detrimental to the reputation and interests of the Association or of the profession of director.
- Article 8** Ensure that he/she keeps abreast of current good practice in corporate governance.
- Article 9** Set high personal standards by keeping aware of and adhering to this Code and promoting it to other directors.

As a Corporate Governance Advisor a CGAI member shall:

- Article 10** In matters relating to a client's affairs act solely in the interests of the client.
- Article 11** Not enter into any arrangement which might detract from the objectivity and impartiality of advice given to the client.
- Article 12** Disclose, at the earliest opportunity, any special relationships, circumstances or business interests which might influence or impair, or could be seen by the client or others to influence or impair, the Member's judgement or objectivity on a particular assignment
- Article 13** Foster the highest possible standards of professional competence amongst those for whom they are responsible.
- Article 14** Comply with the letter and the spirit of: - the law of any country in which they practice - contractual obligations - any guidance which may from time to time be issued by the CGAI.
- Article 15** Reject any business practice which might reasonably be deemed improper.
- Article 16** Keep confidential all confidential information regarding the client's business and staff.