Code of Conduct for NE Members

Version	Date	Author/Review	Comments
0.1	October 2026	ANS	Re-write to cover additional areas
1.0	16.10.26		EOWG Approved, sent to NE for sign off

Next Review: September 2027

1. Purpose
The purpose of this Policy is to establish the standards of behaviour, governance, and accountability expected of all Directors of **The Campaign for Real Ale Ltd (CAMRA)**. Directors are entrusted with the stewardship of CAMRA and are expected to act with integrity, professionalism, and transparency at all times.

This Policy complements, and does not replace, the legal duties imposed upon Directors by applicable legislation, CAMRA's Articles of Association, Board Standing Orders, Conflict of Interest Policy, and other governance policies.

2. Scope
This Policy applies to:
- All elected and appointed Directors of CAMRA.
- Any individual serving on the Board in an interim or temporary capacity.
- Prospective candidates for election to the Board, who should familiarise themselves with the standards expected before seeking office.

3. Overriding Duty
Directors must at all times comply with their statutory duties as company directors and any other legal obligations applicable to their role.

Where there is any conflict between a Director's personal interests, external obligations, political views, professional affiliations, or sectional interests and the interests of CAMRA, **the interests of CAMRA shall take precedence.**

Directors must exercise independent judgement and act in good faith to promote the success and long-term interests of CAMRA.

4. Principles of Conduct
4.1 Selflessness
Directors must act solely in the interests of CAMRA and its membership as a whole.

Directors shall:
- Place the interests of CAMRA above personal, regional, political, commercial, professional, or sectional interests.
- Not seek or obtain personal benefit through their position.
- Not use their role to secure advantages for family members, friends, associates, employers, organisations, or businesses with which they have a connection.

- Make decisions that support the strategic objectives and long-term interests of CAMRA, regardless of personal preference.

4.2 Integrity

Directors must conduct themselves in a manner that promotes confidence in CAMRA's governance.

Directors shall:

- Act honestly, fairly, and in good faith.
- Avoid conduct that could compromise, or appear to compromise, their independence.
- Not place themselves under any financial, political, professional, personal, or other obligation that may influence their judgement.
- Avoid situations that create actual, potential, or perceived conflicts of interest.
- Refuse any gift, hospitality, favour, payment, benefit, or inducement that could reasonably be perceived as influencing their decision-making.

Directors must avoid both actual misconduct and any conduct that may reasonably give rise to allegations of impropriety.

4.3 Objectivity

All Board decisions must be made impartially and on merit.

Directors shall:

- Base decisions on evidence, relevant information, and the best interests of CAMRA.
- Exercise independent judgement.
- Treat all individuals fairly and consistently.
- Ensure recruitment, appointments, procurements, contract awards, and nominations are conducted through objective and transparent processes.
- Not permit personal relationships, political opinions, commercial interests, or external affiliations to influence decision-making.

Where a conflict of interest exists or may reasonably be perceived to exist, the Director must:

1. Declare the conflict immediately.
2. Ensure the conflict is formally recorded.
3. Withdraw from discussion of the matter where appropriate.
4. Take no part in any decision or vote relating to the matter unless formally authorised under Board procedures.

Failure to declare a relevant conflict of interest may constitute a serious breach of this Policy.

4.4 Accountability

Directors are individually and collectively accountable for their conduct and decisions.

Directors shall:



- Comply with all applicable laws, regulations, governing documents, policies, and procedures.
- Exercise reasonable care, skill, diligence, and oversight in fulfilling their responsibilities.
- Attend meetings appropriately prepared.
- Participate constructively in Board discussions and decision-making.
- Accept collective responsibility for lawfully made Board decisions.
- Cooperate fully with audits, reviews, investigations, and governance processes.
- Be prepared to justify and explain decisions within appropriate governance frameworks.

Directors must not knowingly act in a manner that could bring CAMRA into disrepute.

4.5 Openness and Confidentiality
Directors must balance transparency with the need to protect confidential information.

Directors shall:
- Support open and transparent governance.
- Be as open as reasonably possible regarding decisions and the reasons for those decisions.
- Restrict information only where there is a lawful, regulatory, commercial, operational, or governance justification.
- Handle confidential information responsibly and securely.

Directors must not:
- Disclose confidential information without proper authority.
- Use confidential information for personal gain or for the benefit of another person or organisation.
- Continue to use or disclose confidential information after leaving office.

Confidential information includes, but is not limited to:
- Personal data.
- Employment matters.
- Disciplinary matters.
- Legal advice.
- Commercially sensitive information.
- Contractual negotiations.
- Information designated as confidential by the Board.

4.6 Honesty and Declaration of Interests
Directors must be open and transparent regarding their interests and affiliations.

Directors shall:
- Complete and maintain an accurate Declaration of Interests.
- Notify the Company Secretary promptly of any new or changed interests.
- Declare any relevant interest at the earliest possible opportunity.
- Comply fully with CAMRA's Conflict of Interest Policy.

Where a conflict exists between a Director's personal, professional, financial, political, or organisational interests and those of CAMRA, the interests of CAMRA shall prevail.

Directors must not seek to influence any decision from which they, or a connected person, may benefit.

4.7 Respect and Behaviour
Directors are expected to foster a professional, inclusive, and respectful environment.

Directors shall:

- Treat fellow Directors, members, volunteers, staff, suppliers, and stakeholders with dignity and respect.
- Listen to differing viewpoints and engage constructively in debate.
- Challenge ideas appropriately without resorting to personal criticism.
- Support an environment free from bullying, harassment, discrimination, victimisation, intimidation, or abusive behaviour.
- Behave professionally in all forms of communication, including meetings, email, social media, messaging platforms, and public forums.

Directors must not misuse their authority, influence, or position.

4.8 Leadership
Directors must lead by example and promote high standards of governance.

Directors shall:

- Demonstrate behaviours consistent with this Policy.
- Promote ethical decision-making and sound governance.
- Support a culture of accountability, transparency, and respect.
- Raise concerns where they become aware of misconduct, governance failings, or risks to CAMRA.
- Respect collective decisions of the Board once properly made.

5. Relationship with Staff
The Board is responsible for governance and strategic oversight.

Operational management is the responsibility of employed staff acting through established management structures.

Directors shall:

- Respect the professional responsibilities and expertise of employees.
- Not direct, instruct, supervise, or manage staff unless expressly authorised to do so.
- Follow agreed reporting lines and governance arrangements when working with staff.

Where a Director is required to work directly with employees as part of an approved project, investigation, committee, working group, or delegated responsibility:

- The purpose and scope of the engagement must be clearly defined.
- Appropriate reporting arrangements must be established.
- Professional boundaries must be maintained at all times.
- The Chief Executive, National Chairman, and Company Secretary must be informed where appropriate.

6. Collective Responsibility
Once the Board has reached a lawful decision through its agreed processes, all Directors are expected to support and uphold that decision.

Directors remain free to express dissent during debate; however, once a decision has been made, Directors must not undermine or seek to obstruct its implementation.

Nothing in this section prevents a Director from reporting concerns regarding unlawful conduct, breaches of governance, or matters protected under whistleblowing arrangements.

7. Compliance
All Directors must annually confirm that they:
- Have read and understood this Policy.
- Agree to comply with its requirements.
- Have declared all relevant interests.
- Have reported any actual, potential, or perceived conflicts of interest.

Breaches of this Policy may be investigated and dealt with in accordance with CAMRA's governing documents, disciplinary procedures, and any applicable legal requirements.

8. Policy Review

This Policy shall be reviewed every year, or sooner where there are significant changes to legislation, regulatory guidance, governance best practice, or CAMRA's governing documents.