

# Board Code of Conduct

## Contents

1. Version History.....	2
2. Introduction & Purpose .....	2
3. Directorship.....	3
4. Personal Conduct and Development.....	3
5. Management of Board Meetings .....	3
6. Managing Other Interests, Personal Gain and Confidentiality.....	4
7. Responsible Business.....	4
8. Shareholders and Stakeholders .....	5
9. Links & References .....	5

### 1. Version History

The board commits to reviewing this Code of Conduct on an annual basis and, if appropriate, revising and updating.

Version	Description	Date	Owner	Approved by
v0.1	First draft of Code	05 June 2024	RJ	
v1.0	Published Policy	30 June 2024	RJ	Rod Jackson (CEO)

### 2. Introduction & Purpose

The Board Code of Conduct sets out the standards of behaviour and conduct to which we as a Board are expected to adhere to.

As a growing company operating in a changing marketplace, the Code is not meant as a set of rules for specific situations, rather as a general guide which should be used alongside our own judgement.

We have a responsibility to our clients, shareholders, communities and to each other. Earning and maintaining the trust of these stakeholders is fundamental.

The Code articulates what our company stands for and the culture we wish to encourage within the workplace. We want to foster an environment that is open and diverse, where inclusion is the norm and success is built on respect, collaboration, and teamwork.

### 3. Directorship

As a director, I agree to:

- Understand my legal duties as a director.
- Assume individual and collective responsibility for my organisation.
- Apply commercial judgement in my organisation's interest.
- Ensure that my organisation complies with the law.
- Maintain the financial viability of my organisation and, if that is no longer possible, take appropriate action to protect the interests of creditors.
- Devote sufficient time and attention to my role.
- Acquire first-hand knowledge of my organisation, its operations and its key people.
- Avoid over-extending myself by accepting too many directorships or other business obligations.

### 4. Personal Conduct and Development

I will:

- Exhibit high standards of personal conduct at all times.
- Take into account the impact of my behaviour on employees and other stakeholders.
- Avoid behaviour which might affect the reputation of my organisation, or which contradicts its values.
- Treat others with respect, dignity and consideration, including colleagues, employees and other stakeholders.

I agree to:

- Strive to improve my competence as a director.
- Build my knowledge and skills as a director through continuing professional education.
- Consider qualifying as a Chartered Director or similar.

### 5. Management of Board Meetings

I will:

- Attend all appropriate meetings and give 24 hours notice to the Chair if unable to attend.
- Attend at least 75% of meetings and understand that arriving more than ten minutes late will be noted as non-attendance.
- Prepare fully for all meetings including reading papers beforehand and further research as appropriate to ensure I can fully engage and contribute to the meeting.
- Respect the role of the Chair as meeting leader.
- Participate in collective decision making.
- Accept a majority decision of the Board.
- Not act individually unless specifically authorised to do so.
- Complete any tasks allocated to me in a timely manner.

## 6. Managing Other Interests, Personal Gain and Confidentiality

I will:

- Act honestly, in good faith and in the best interest of my organisation.
- Place the interests of the organisation above my personal interests.
- Be open and transparent to the rest of the Board in respect of my personal interests and activities.
- Exercise independent judgment.
- Take reasonable steps to be satisfied as to the soundness of all Board decisions.
- Avoid conflicts of interest wherever possible and, if this is not possible, make full and prior disclosure of any conflict, or potential conflict, to the rest of the Board.
- Express disagreement on matters of concern with other Board members, including the chair, chief executive or managing director.
- Recognise that resignation or dismissal from the Board may sometimes be the ultimate consequence of sustained disagreement on a matter of conscience or judgement.
- Adhere to collective responsibility for agreed Board decisions as a loyal member of the Board.

I agree to not:

- Disclose confidential information received in my role as a director, unless that disclosure has been authorised by the Board or is required by law.
- Make improper use of information acquired by virtue of my role as a director.

## 7. Responsible Business

I agree to:

- Ensure that my organisation behaves in a socially responsible manner.
- Evaluate board decisions in a broad social context and be conscious of the impact on society and the environment.
- Encourage the board to define a business purpose which articulates why my organisation exists and the problems it is seeking to solve.
- Ensure that suppliers are paid in a timely manner, particularly SMEs.
- Exercise due diligence over working conditions in my organisation's supply chain and strive to eliminate labour exploitation or modern slavery practices.
- Insist on a zero-tolerance approach to bribery in my organisation and in its business partners and intermediaries.

I will:

- Gain a clear understanding of my organisation's approach to climate change and environmental impact.
- Insist that my organisation reduces its carbon footprint over a reasonable timeframe.

I will:

- Promote an inclusive approach to board composition and business practice.
- Advocate the benefits of inclusion and diversity in enhancing decision making, attracting talented employees and building societal trust.
- Avoid serving on boards that do not value an inclusive business approach.

## 8. Shareholders and Stakeholders

I will:

- Understand the expectations of shareholders and endeavour to take account of them when making decisions.
- Engage with shareholders on the general strategies being adopted and on other matters of importance.
- Ensure that all shareholders or classes of shareholders are treated fairly.
- Avoid prioritising the short-term financial interests of shareholders over the interests of other stakeholders.

I will:

- Pay regard to the interests of all stakeholders with a legitimate interest in the success of the organisation.
- Build the goodwill and commitment of stakeholders towards my organisation.
- Help develop strong lines of communication and mutual understanding with relevant stakeholders.

## 9. Links & References

All Board members have the responsibility to make themselves aware of the following legislation and internal policies:

- *Companies Act 2006*
- *Xperience Memorandum and Articles of Association*
- *Xperience Conflict of interest policy*
- *Xperience Gifts and Hospitality policy*
- *Xperience Expenses policy*