



# The Chartered Governance Institute

## Code of Professional Ethics and Conduct

The Chartered Governance Institute (CGI) Code of Professional Ethics and Conduct comprises four core principles to which all Fellows, Associates, Graduates, students, and Affiliated Members must adhere.

For the purposes of this code:

- “client” includes a member’s employer;
- “CPD” means continuing professional development or continuing competence review;
- “member” means a Fellow, Associate, Graduate, student or Affiliated Member who is a member of the Institute, save where the context otherwise requires; and “members” shall be construed accordingly; and

expressions not otherwise defined in this code shall have the meaning assigned to them in the byelaws made under the Royal Charter.

### 1. Integrity

Integrity is the quality of being honest and having strong moral principles. The term has been described judicially as connoting “moral soundness, rectitude, and steady adherence to an ethical code”. It requires that members are impartial, independent and informed. Displaying integrity includes:

- acting professionally in your business dealings;
  - displaying a proper understanding and appreciation of your role and responsibilities;
  - being respectful of others at all times;
  - being inclusive in all dealings with colleagues
  - not accepting or offering improper gifts, hospitality or other inducements;
  - avoiding conflicts of interest, or, where a conflict arises, making sure that everyone involved is aware of the interest;
  - recognising and considering the ethical issues arising from, and the interests of the groups or stakeholders who may be affected by, your choices, decisions and actions;
  - avoiding involvement in any unethical, misleading, illegal or covert behaviour;
  - not knowingly ignoring (or turning a blind eye to) unethical, misleading, illegal or obscure behaviour; and
  - avoiding bringing the profession into disrepute.
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## 2. High standard of service/professional competence

A high standard of service or professional competence should be delivered throughout one's working life. This involves an understanding of relevant technical, professional and business developments. Professional competence also takes account of the wider implications and expectations of our members. This includes:

- maintaining professional knowledge and skills which are required to perform the role which you are employed to carry out;
- completing CPD as required by CGI (this does not apply to students);
- communicating effectively and promptly with your clients, colleagues and stakeholders to ensure that they are able to make informed decisions;
- acting within your level of competence; if this requires an admission to your client that you are unable to perform a task then this should be communicated effectively;
- upholding the requirements of the Royal Charter and byelaws made under it; and
- respecting the confidentiality of information acquired through professional relationships save where there is a legal or regulatory requirement to disclose or report that information.

## 3. Transparency

Transparency requires that members are clear and open in their business and professional conduct. This includes:

- being open and frank in any business dealings;
- not being underhand in any business transaction; and
- treating all work as if it was reported in the public domain.

## 4. Professional behaviour

Professional behaviour requires that members act in a way which conforms to the relevant laws of the jurisdiction in which they are residing and/or undertaking business transactions. It requires them also to pay regard to all regulations which may have a bearing on their actions and to adhere to the byelaws, specifically byelaw 24.8 which states that the following actions or inactions may result in disciplinary proceedings:

- becoming bankrupt or insolvent;
  - being convicted of an offence which might bring discredit on the Institute, the Divisions or the profession;
  - failing to uphold the code of professional conduct and ethics;
  - behaving, by doing something or not doing something, in a way considered by the Disciplinary Tribunal to bring the Institute or the profession into disrepute;
  - disobeying any decisions of the Council or of one of its Divisional Committees;
  - breaking any of the Institute's byelaws or Charter or Regulations;
  - failing to comply or co-operate with a disciplinary investigation;
  - failing to comply with a decision or any conditions made by a Disciplinary or Appeal Tribunal; or
  - bringing the Institute into disrepute in any form of communication channel, including but not limited to, print, television, video or social media.
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