



**Light Aircraft Association
Board of Directors Code of Conduct and Ethics**

Revision 1.2 – August 2014

Members of the LAA Board (including co-opted members of the Board) shall at all times abide by and conform to the following Code of Conduct an Ethics in their capacity as directors:

1. Each member of the board of directors will abide in all respects by the LAA Rules and all other regulations of the Association (including but not limited to the Association's articles of incorporation and bylaws) and will ensure that their membership in the Association remains in good standing at all times.
2. Each member of the board of directors will at all times obey all applicable national and local laws and regulations and will provide or cause to provide the full cooperation of the Association when requested to do so by institutions and persons set in authority as are required to uphold the law.
3. Members of the board of directors will conduct the affairs of the Association in good faith and with honesty, integrity, due diligence, and reasonable competence.
4. Except as the Board may otherwise require or as otherwise required by law each member of the Board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board of Directors and undertake not to divulge information deemed to be confidential.
5. Members of the board of directors will exercise proper authority and good judgment in their dealings with the general public and will respond to the needs of the Association's members in a responsible, respectful, and professional manner.
6. No member of the board of directors will use any information provided by the Association or acquired as a consequence of the board member's service to the Association in any manner other than in furtherance of his or her Board duties. Further, no member of the board of directors will misuse Association property or resources and will at all times keep the Association's property (including Intellectual Property) secure and not allow any person not authorized by the Board to have or use such property.
7. Each member of the board of directors will use his or her best efforts to perform his or her assigned duties in a professional and timely manner pursuant to the Board's direction and oversight.
8. Upon termination of service, a retiring director will promptly return to the Association all documents, electronic and hard files, reference materials, and other property entrusted to the board member for the purpose of fulfilling his or her director's responsibilities. Such return will not abrogate the retiring director from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the LAA Board.
9. Any director who has an interest in another aviation organisation or company, other than as an ordinary member or shareholder, is to immediately declare that interest in writing to the Chairman. The Chairman shall maintain a list of such interests, which will be made known to all Board members
10. The board of directors must act at all times in the best interests of the Association and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, board members will identify the

conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, board members shall follow these guidelines:

- a) Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the Association; while the receipt of incidental personal or third-party benefit may necessarily flow from certain Association activities, such benefit must be merely incidental to the primary benefit to the Association and its purposes;
- b) Do not abuse Board membership by improperly using the Association's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; directors shall not represent to third parties that their authority as a board member extends any further than that which it actually extends;
- c) Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the association;
- d) Do not engage in or facilitate any discriminatory or harassing behaviour directed toward Association staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the Association;
- e) Do not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Association without fully disclosing such items to the board of directors.

11. Collective Board Responsibility. Regardless of personal feelings and circumstance, it is the duty of a member of the board to abide by and support decisions arrived at by the Board; this is a prime duty and should be treated as 'Collective responsibility'.

12. Formal communication between directors and staff should normally be routed through the Chairman and CEO, in writing, except that the chairman of a Board standing committee may, if delegated by the Chairman or Board, make formal requests through the CEO in connection with matters appertaining to that committee. Informal communication is to be encouraged but should clearly not take the form of instructions or requests for information, unless both parties are serving on a Board committee and the information pertains to that committee.

13. Engagement and Advocacy with Regulatory Bodies.

- a) Effective relations between the LAA and regulatory bodies (CAA, DfT, EASA, EUROCONTROL, etc.) are essential to the Association and must be professional and well conducted. Communications should therefore be properly managed and will generally be conducted through a single, agreed LAA focus person on any specific issue.
- b) The Association Chairman, the CEO and the Chairman of the Consultation and Advocacy Committee are the roles primarily responsible for the interface with regulatory bodies. Formal discussions and correspondence should only be conducted as directed or approved by

them. These roles must liaise regularly to ensure that communications are effectively conducted without duplication or omission.

c) Informal communication with officials and representatives of regulatory bodies is encouraged (for example in social settings) but should not take the form of advocacy concerning regulatory changes or similar matters. Directors should not place the LAA in a position where a regulatory body receives more than one contact on the same matter, from different individuals within the LAA or where the Association demonstrates an uncoordinated position.

Appendix A

LAA Board Meetings – Working Practices

1. **Style of Meeting.** The Chairman will, upon election, propose a style that he or she would prefer meetings to adopt; once agreed, members should adhere to this for the term of the Chairman or until a collective decision is made to the contrary. This could affect such things as meeting timings or whether members wishing to speak should get the attention of the Chairman, or his/her nominee, before speaking, or the alternate style of freedom to interrupt during another member's floor time. Both styles are generally accepted and effective, dependant upon the Chairman's preferred method and ability to control.
2. **Interpretation of the Company Documents and Rules.** At Board meetings, guidance on interpretation of the LAA company documents and Rules should be given (and if needed sought from) the Association Secretary. The Secretary should where possible make the Board aware of any possible conflict between decisions arrived at, or under discussion, with the LAA company documents and Rules.
3. **Standard Agenda.** A standard Board Agenda should be adopted, to incorporate standing reports from the Chairman, CEO, and from Board standing committees. Information reports must be distributed 7 days before the meeting, papers requiring a board decision must be submitted 14 days before the meeting.
4. **Submission of Agenda Items.** Agenda items for inclusion must be submitted at least one week prior to any meeting, any later submission will be at the Chairman's sole discretion.
5. **Any other Business.** AoB will only be accepted at the Chairman's discretion and not normally accepted less than one week prior to a Board meeting. Items so accepted should be circulated on an urgent basis to all board members prior to the meeting, to allow enough time for consideration.
6. **Delegation to Board Standing Committees.** If an item is the subject of a Board standing committee, it should be passed to that committee for discussion and presentation to the Board. The Chairman or Board collectively, may consider agenda items presented to be the prime business of a committee and request referral prior to discussion.