

Approved By the DMLF Board with effect from:

DON MATTERA LEGACY FOUNDATION
CODE OF CONDUCT
For
BOARD MEMBERS

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Code of Conduct for Board Members of the

Don Mattera Legacy Foundation

The Don Mattera Legacy Foundation (DMLF) has adopted the following Code of Conduct that all members of the Board, agree to adhere to by signing below:

- 1. Purpose**
 - To establish a set of principles and practices for the DMLF Board (referred to as the "Board" hereafter), that will set parameters and provide guidance and direction for board conduct and decision-making in respect of giving effect to the objects of the Foundation as expressed in its Constitution; and
 - To promote good governance, high standards, integrity, and best practice within the DMLF.

2. Scope and Application

This Code of Conduct is applicable to all members of the Board of the DMLF.

- 3. Statement of Code of Conduct**
 - Members of the Board are committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities in their role as Board members.
 - The Board members pledge to accept this code as a minimum guideline for ethical conduct and shall give effect to this code of conduct in the following manner:

3.1 Accountability and Transparency

- a. We are committed to accountability and transparency, and we do so by faithfully abiding to the Constitution – the founding document of this Foundation, policies of the DMLF, applicable laws/by-laws of the Republic of SA, statutory provisions, and any other legislative/governance requirements for the organization to comply with.
- b. Exercising reasonable care, good faith, and due diligence in the affairs of the organization.
- c. Exercising the duty of trust that is owed to our Patron, beneficiaries, stakeholders and to all members of society that the Foundation serves.
- d. Remaining accountable for prudent fiscal management to the Board, and nonprofit sector, and where applicable, to government and funding bodies.
- e. Ensuring effective and transparent financial reporting in line with the prescripts of the Companies Act.
- f. Putting in place adequate financial systems and controls.

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FINAL
AUGUST 2021

- a. Full disclosure is required, at the earliest opportunity in respect of information on any matter under discussion that may result in a perceived or actual conflict of interest that would have significance in board decision-making.
- b. No member of the Board shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board Member, save for those conditions prescribed in the Constitution of the DMLF
- c. Members of the Board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.
- d. When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of the DMLF and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.
- e. It is every Board member's obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking. Consequently, if any Board member receives compensation from the DMLF such compensation will be determined by and approved by the full Board in advance in line with the relevant Constitutional provisions.
- f. Any conflicts of interest, including, but not limited to financial interests, on the part of any Board Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action, and through an annual procedure for all Board members to disclose conflicts of interest.
- g. Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.
- h. All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for the quorum for that meeting.
- i. Any new Board member will be advised of this policy during board orientation and all Board members will be reminded of the Board Member Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.
- j. This policy shall also apply to any Board member's immediate family or any person acting on his or her behalf.

3.2 Prohibition against private inurement and procedures for managing conflicts of interest

- g. Ensuring accountability and transparency in the reporting of our programmes, activities and sources of funding including our plans and proposals for the future.

- a. The DMLF commits to promoting the principle of fairness in its relationships with other organisations and in its programmes and activities, including its selection of beneficiaries and the principle of equal access to its services and support.
- b. Ensuring the right of all beneficiaries of the Foundation to appropriate and effective services without discrimination on the basis of the organization's volunteer or staff

3.6 Equality and non-discrimination

- a. Board members commit to conduct the affairs of the Foundation by demonstrating respect for democratic processes and decision making, the diversity of opinions as expressed or acted upon by the individual Board Member, committees, and other associations, and formally register dissent as appropriate.
- b. Ensuring the dignity, value and empowerment of each individual person the Foundation interacts with shall be the hallmark of the DMLF's relationships.
- c. Promoting collaboration, cooperation, and partnership among the DMLF Board, partners, relevant similar entities, NPO's, public and private sector organisations, family members and any other parties the Foundation seeks to engage with in the furtherance of the mission of the Foundation.

3.5 Collaboration and Cooperation

- a. Board members commit to respecting and upholding the confidentiality of sensitive information known to board members and not to disclose such confidential information to anyone.
- b. These include but are not limited to confidential financial, personal, and other matters concerning the organization, donors, associates, partners, volunteers, service providers or clients/consumers that may be included in board materials or discussed from time to time.

3.4 Confidentiality

- a. Board members commit to upholding the vision, purpose and values of the DMLF and ensuring that it is instilled throughout the organization by living the values in all aspects of the organisation's work.
- b. Conducting themselves with a professional level of courtesy, respect, and objectivity in all the activities of the DMLF.
- c. Striving to uphold those practices and assist other members of the Board in upholding the highest standards of conduct by holding each other to account for same by putting in place measures to monitor and evaluate individual and collective performance of Board members against specific objectives.

3.3 Professional Excellence

Full Name _____ Signature _____
 Full Name _____ Signature _____

I, _____, recognizing the important responsibility I am undertaking in serving as a member of the Board of Trustees of the Don Mattera Legacy Foundation, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Board member and abide by this Code of Conduct. I understand that failure to abide by this Code of Conduct may result in my removal as a Board Member, pursuant to the requirements and processes provided in the organization's governing documents.

- Making attendance at all meetings of the board a high priority.
 - Being prepared to discuss the issues and business on the agenda and having read all background material relevant to the topics at hand.
 - Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all board discussions, as well as supporting actions of the majority of the Board even when the Board member personally did not support the action taken.
 - Putting the interests of the organization above personal interests.
 - Always representing the organization in a positive and supportive manner.
 - Showing respect and courteous conduct in all board and committee meetings.
 - Refraining from intruding on administrative issues that are the responsibility of delegated officials, except to monitor the results and ensure that procedures are consistent with board policy.
 - Presenting project or program reports as agreed in line with time frames.
 - Observing established lines of communication and directing requests for information or assistance to the responsible Trustee for a specific project.
 - Observing communication protocols and ensuring risk management of the organization's reputation is handled through the communication's protocols that are agreed to.
 - Educating themselves and adhering to all the Foundation's Policies and procedures.
- Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

3.7 Active Participation

make-up in respect to gender, sexual orientation, race, religion, age, political affiliation or disability, or any other prohibited grounds referred to in the Act.

Full Name

Signature

Full Name

Signature

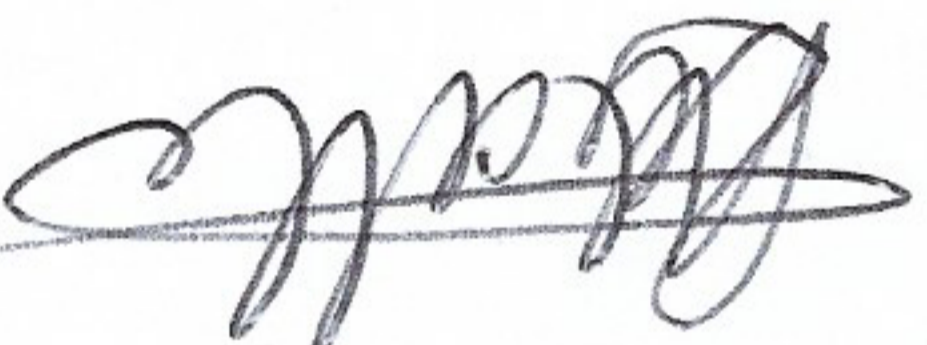
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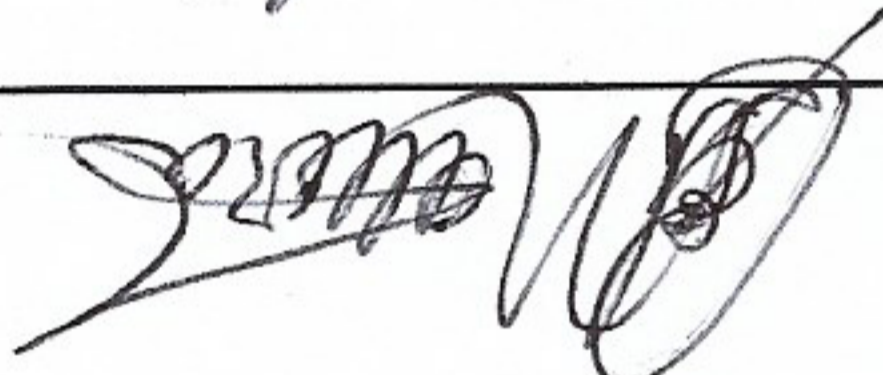
GREGORY MATTEA



Full Name

Signature

SNOWY-E MATTEA



Full Name

Signature

WILSON GREGORY



Full Name

Signature

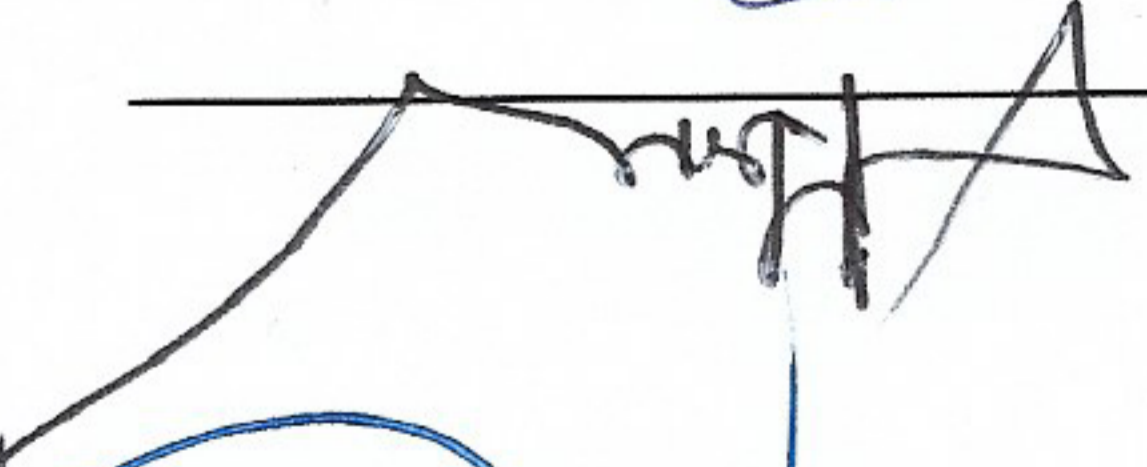
KEVIN MARTIN



Full Name

Signature

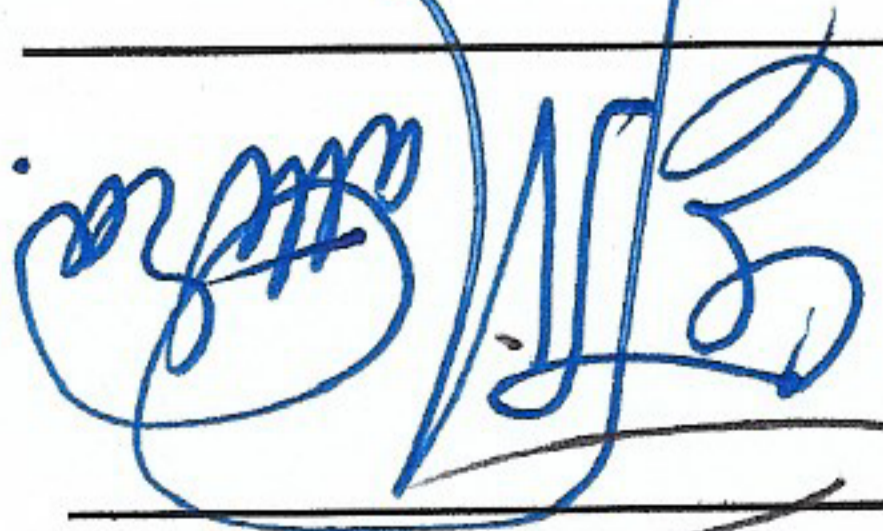
ALBERTO TORRES



Full Name

Signature

TEDDY E. MATTEA



Full Name

Signature

EVIS BRESSLIN

