

# **CODE OF CONDUCT**

## **1. INTRODUCTION**

Those who serve on the Board of Trustees of a charity have responsibilities both under company law as directors and under charity law as trustees. As part of these responsibilities, each Trustee is asked to agree to abide by the Code of Conduct for Trustees (Code) which is set out in this document.

## **2. PURPOSE OF THE CODE**

The Code aims to define the standards expected of the Trustees in order to ensure that:

- the Foundation is effective, open and accountable;
- the highest standards of integrity and stewardship are achieved; and
- the working relationship with staff and advisers is productive and supportive.

## **3. CODE OF CONDUCT**

### **Selflessness**

Trustees have a general duty to act with probity and prudence in the best independent interests of the Foundation as a whole. They should not act in order to gain financial or other benefits for themselves, their family, their friends, or the organisation they come from, except where legally authorised.

### **Integrity**

The Trustees should conduct themselves in a manner which does not damage or undermine the reputation of the Foundation or its staff. More specifically they:

- should not place themselves under any financial or other obligation to outside individuals or organisations which might seek to influence them in the performance of their role;
- must avoid actual impropriety and any appearance of improper behaviour; and
- should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement, and any gift or hospitality received in any connection to the Foundation over the value of £50 should be declared to the Board.

### **Objectivity**

In carrying out their role, including making nominations for Trustee appointments, awarding contracts, recommending individuals for rewards and benefits, or transacting other business, the Trustees should ensure that decisions are made solely on merit. In arriving at decisions in areas where they do not have expertise themselves, the Trustees should consider appropriate professional advice.

### **Accountability**

The Trustees:

- have a duty to comply with constitutional and legal requirements and to adhere to best practice in such a way as to preserve confidence in the Foundation; and
- are accountable to the Foundation's members and other stakeholders for their decisions, the effectiveness of the Board, and the performance of the Foundation.

### Openness

The Trustees should ensure that confidential information and material is handled with due care, so that it remains confidential. In addition, they should be as open as possible about their decisions and the actions that they take. As far as possible, they should give reasons for their decisions and restrict information only when the wider interest clearly demands.

### Honesty

The Trustees have a duty to avoid any conflict of interest or loyalty so far as is reasonably practicable (the relevant provisions in the Foundation's Articles of Association and the Foundation's Conflicts of Interest Policy must be complied with). In particular, they must make known any interest in any matter under discussion which:

- creates either a real danger of bias (that is, the interest or loyalty affects them, or a member of their family, or friends, or organisation, more than the generality affected by the decision); or
- which might reasonably cause others to think it could influence the decision. They should declare the nature of the interest or loyalty and withdraw from the room and not participate in discussion and decision making, unless the remaining Trustees agree otherwise.

### Leadership

The Trustees must:

- promote and support the principles of leadership by example;
- strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively, and avoid dominating the contributions of others;
- bring a fair and open-minded view to all discussions of the Board, maintaining a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the Foundation's best interests;
- respect the authority of the Chair of the Board, and the chair of any meeting;
- having given delegated authority to any of their number, to a sub-committee or to any staff, be careful - individually and collectively – not to undermine it by word or action;
- accept and respect the difference in roles between the Board and staff, ensuring that the Board and staff work effectively and cohesively for the benefit of the Foundation, and develop a mutually supportive and loyal relationship;
- respect the roles of the Executive Director and other staff, and of management arrangements in the staff team, avoiding any actions that might undermine such arrangements;
- abide by any equal opportunities, diversity, health and safety, bullying and harassment policies, data protection and any other policies agreed by the Board;
- maintain respectful, collegial and courteous relationships with contacts established in the Trustee role;
- when speaking or writing as a Trustee, ensure comments reflect current Foundation policy even when they might be at variance with personal views;
- when speaking privately strive to uphold the reputation of the Foundation and those who work in it.

## 4. **THE FOUNDATION'S COMMITMENT**

The Foundation will:

- provide the Trustees with timely and relevant information to allow the board to govern effectively;

- provide the Board with advice when necessary, ensuring that external professional advisors are available as and when needed;
- work in partnership with the Board to ensure that the Board complies with its statutory and regulatory responsibilities;
- provide the staff time and financial resources required for good governance;
- provide the Board with the necessary administrative and other support that they need to govern effectively; and
- reimburse Trustees' reasonable out-of-pocket expenses incurred in the course of their duties as Trustees.

5. **TRUSTEE DECLARATION**

I declare that I will abide by this Code of Conduct

Signed:

Date:

Name of Trustee:

Approved by the Board of Trustees, 13 October 2021