

## Code of Conduct for Trustees

All charity trustees have legal duties and responsibilities. The most important of these are summarised in the Charity Commission's leaflet *Responsibilities of Charity Trustees* (CC3)

The directors of a charitable company are charity trustees and have duties under company law as well as charity law

This Code of Conduct is not a list of trustees' legal duties, although many of the elements of the code are based on legal principles.

The conduct and practices recommended in this Code go beyond what the law requires in some respects, but they are nevertheless fully consistent with the law.

### The Code

#### General

- 1 Trustees must act with probity, due prudence and should take and consider professional advice on anything in which the trustees do not have expertise themselves
- 2 A trustee must administer the organisation and all its assets in the interest of current, potential and future beneficiaries.
- 3 Trustees should hold themselves accountable to the organisation's stakeholders including the public for the Board's decisions, the performance of the Board and the performance of the organisation.
- 4 Except where legally authorised, trustees must not gain financial or other material benefit for themselves, their families or their friends from their trusteeship of the charity. A trustee must not use his/her status as trustee to gain advantage within the organisation.
- 5 The Board should ensure that there are clear written policies on claiming of expenses by trustees.
- 6 A trustee must not place him/herself under any financial or other obligation to outside individual organisations that might influence him/her in the performance of his/her official duties.
- 7 Trustees should conduct themselves in a manner, which does not damage or undermine the reputation of the organisation, or its staff individually or collectively and should not take part in any activity which is in conflict with the objects or which might damage the reputation of the organisation.
- 8 Trustees must make decisions together and take joint responsibility for them. The extent to which any one trustee or a small group of trustees is empowered to speak for or take action on behalf of the organisation or the Board must (subject to any specific constitutional rules) be a matter for all trustees to decide together. Such decisions must be recorded
- 9 Trustees who sit on the Board as the nominee or representative of a group or organisation, must accept that their sole responsibility is to the organisation of which they are trustees, not to their nominated group or body

#### Responsibilities

- 10 Trustees must, with the help of the senior staff, formulate and review regularly the organisation's vision, values and long-term strategy as well as policies for its fulfilment.
- 11 With the assistance of the senior staff and appropriate professional advisers, trustees must

ensure that the organisation complies with regulatory and statutory requirements and must exercise overall control over the organisation's financial affairs. In addition to compliance with statutory requirements, trustees should have a commitment to the development and implementation of good practice.

- 12 Trustees must be familiar with and keep under regular review the rules and constitution of the organisation. Any changes must be made in accordance with constitutional and legal requirements.
- 13 In order to develop a working knowledge of the organisation and to give themselves credibility, trustees should endeavour to maintain links and keep in touch with the organisation by regular visits to headquarters and where practicable to front line services and branches in the U K.

#### **Meetings of the Board of Trustees**

- 14 Trustees must strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively.
- 15 Trustees should bring a fair and open-minded view to all discussions of the Board and should ensure that all decisions are made in the charity's best interests.
- 16 Trustees must aim to foresee and avoid any conflict of interest. Where one arises, a trustee must at once declare the interest and absent him/herself from any discussion or vote taken on the matter by the other trustees. Any transaction under which the trustee will benefit either directly or indirectly must have proper legal authority.
- 17 Confidential information or material (relating to users, beneficiaries, members, staff, commercial business, etc) provided to, or discussed at a Board meeting must remain confidential and within the confines of the Board and must not be discussed outside the trustee body.
- 18 Trustees have a responsibility to develop and ensure the maintenance of a properly constituted, balanced and competent Board, including clear procedures for selection, election, training, retirement and if necessary, removal of trustees and to ensure arrangements are followed for recruiting the chair, vice chair(s) and other honorary officers.

#### **Staff**

- 19 Trustees must ensure there is a clear understanding of the scope of authority delegated to the senior staff.
- 20 Policies and strategies agreed by trustees should be expressed in unambiguous and practical terms and staff responsible for implementing those policies are clear in what they need to do. Directions given to the staff should come from the Board as a whole.
- 21 Trustees should act fairly and in accordance with good employment and equal opportunities principles in making decisions affecting the appointment, recruitment, professional development, appraisal, remuneration and discipline of all staff.
- 22 Trustees must understand, accept and respect the difference in roles between the Board, and staff, ensuring that the honorary officers, the Board and staff work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship.
- 23 Having given the senior staff delegated authority, trustees should be careful -individually and collectively -not to undermine it by word or action.