



## **Code of Conduct for the Trustee Board**

### **Introduction**

The purpose of this document is to provide a model code of conduct for trustees. This model aims to capture good practice. As such it should be used as a guide rather than a definite code. It should be tailored to meet the specific needs of each organisation. Legal regulations must be complied with.

This document should be read in conjunction with the trustee role description and all other Board policies. For further information on the legal responsibilities of a charity trustee, please refer to CC3 – *The Essential Trustee: What you Need to Know* published by the Charity Commission and provided in the Trustee Induction pack.

### **General**

- Trustees should familiarise themselves with the 'Nolan Principles', see below and act in accordance with them.
- Trustees must have a good understanding of, and be sympathetic with, the aims and objects of the charity and act in accordance with the governing document at all times.
- Trustees must act and make decisions in the best interests of the charity, and its present and future beneficiaries
- Trustees should do their best to avoid conflicts of interest, and where they do find themselves conflicted should declare that fact and not take part in any relevant decision making, in accordance with the conflict of interest policy.
- Where assistance and advice is required for the trustees to be able to make the most appropriate decision affecting the charity, that assistance/advice should be sought from an appropriate source (e.g. Charity Commission, or professional adviser) and considered carefully.
- Trustees must play an active role in trustee board and sub-committee meetings, having spent due time reading and digesting board papers in preparation for the meeting. The charity governing document provides details of the level of commitment required.

- Trustees must not receive any financial or non-financial benefit that is not explicitly authorised by the governing document or the Charity Commission. Trustees should not exert any influence to garner any preferential treatment for themselves or their family, or other connected persons (refer to conflict of interest policy).
- Trustees are jointly and severally liable for their decisions, therefore decisions should be taken together, as a team, recorded accurately in the minutes, and communicated to staff, beneficiaries and funders in a unified manner.
- Trustees are accountable to a range of interested parties for their actions and as such decision-making and governance issues should be as transparent as possible, except for when confidentiality is required.
- Should a trustee feel they require further guidance or training in their role, it is their responsibility to inform the charity secretary, and in liaison with the charity secretary develop opportunities for new training on an individual or group basis.
- Any information of a confidential nature must remain so outside the confines of the trustee meeting.

## **The 'Nolan' Principles**

### **Selflessness**

Trustees of APEX CHARITABLE TRUST have a general duty to act in the best interests of APEX CHARITABLE TRUST as a whole. They should not do so in order to gain financial or other material benefits for themselves, their family, their friends or the organisation they come from or represent.

### **Integrity**

APEX CHARITABLE TRUST's trustees :

- should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role;
- as well as avoiding actual impropriety, should avoid any appearance of improper behaviour;
- should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement.

### **Objectivity**

In carrying out their role, including making appointments (including trustee appointments), awarding contracts, recommending individuals for rewards and benefits or transacting other business, APEX CHARITABLE TRUST's trustees should ensure that decisions are made solely on merit.

### **Accountability**

APEX CHARITABLE TRUST's trustees:

- have a duty to comply with the law on all occasions in accordance with the trust placed in them and in such a way as to preserve public confidence in APEX CHARITABLE TRUST;
- are accountable for their decisions and actions to the public, funders and service users. They must submit themselves to what scrutiny is appropriate to their role.

### **Openness**

APEX CHARITABLE TRUST's trustees:

- should ensure that confidential material, including material about individuals, is handled in accordance with due care;
- should be as open as possible about their decisions and action that they take. They should give reasons for their decisions and restrict information only when the wider interest clearly demands.

### **Honesty**

APEX CHARITABLE TRUST's trustees:

- have a duty to declare any interests relating to their trustee role and to take steps to resolve any conflicts that may arise. Where private interests of a trustee conflict with their trustees duties, he/she must resolve this conflict in favour of the trustee role;
- must make relevant declarations of interest in the different circumstances and roles they play both within and outside APEX CHARITABLE TRUST.

### **Leadership**

APEX CHARITABLE TRUST's trustees:

- should promote and support the principles of leadership by example;
- must respect the role of the Executive Manager. There will be circumstances under which trustees will be working directly with APEX CHARITABLE TRUST staff. Guidelines for such working relationships must be clear to both staff and trustees and, when these occasions arise, the Executive Manager should be informed in advance.

## **Trustee Declaration**

I declare that:

- I am over age 18.
- I am not an undischarged bankrupt.
- I have not previously been removed from trusteeship of a charity by a Court or the Charity Commission.
- I am not under a disqualification order under the Company Directors' Disqualification Act 1986.
- I am, in the light of the above, not disqualified by the by the Charities Act 1993 (section 72) from acting as charity trustee.
- I undertake to fulfil my responsibilities and duties as a trustee of APEX CHARITABLE TRUST in good faith and in accordance with the law and within APEX CHARITABLE TRUST's objectives/mission.
- I do not have any financial interests in conflict with those of APEX CHARITABLE TRUST (either in person or through family or business connections) except those which I have formally notified in a conflict of interest statement. I will specifically notify any such interest at any meeting where trustees are required to make a decision which affects my personal interests, and I will absent myself entirely from any decision on the matter and not vote on it.

### **Signed**

Full Name

### **Date**

### **Conflicts of interest**

- Any trustee who has a financial interest in a matter under discussion should declare the nature of his/her interest and withdraw from the room, unless s/he has a dispensation to speak.
- If a trustee has any interest in the matter under discussion which creates a real danger of bias, that is, the interest affects him/her household, more than the generality affected by the decision: s/he should declare the nature of the interest and withdraw from the room, unless s/he has a dispensation to speak.
- If a trustee has any other interest which does not create a real danger of bias, but which might reasonably cause others to think it could influence their decision, s/he should declare the nature of the interest, but may remain in the room, participate in the discussion, and vote if s/he wishes.
- If in any doubt about the application of these rules, s/he should consult with the chair.
- The trustees' interests are listed in a register and will be reviewed regularly.