

## **CODE OF CONDUCT POLICY**

**Ownership.** This Policy is owned by the Board of RMA-TRMC.

## **THE LAW/REGULATORY FRAMEWORK**

1. 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.
2. Charity Commission guidance can be found in CC3 The Essential Trustee 2018.
3. Trustees who act in breach of their legal duties can be held responsible for consequences that flow from such a breach and for any loss the charity incurs as a result. When the Charity Commission looks into cases of potential breach of trust or duty or other misconduct or mismanagement, it may take account of any evidence that trustees, by not following good practice, have exposed the charity, its assets or its beneficiaries to harm or undue risk.

## **POLICY STATEMENT**

4. Trustees are required to sign the Code of Conduct which is annexed to this policy on joining and to reconfirm on the extension of additional term of appointment. The Code aims to define the standards expected of the charity's trustees in order to ensure that:
  - a. the organisation is effective, open and accountable;
  - b. the highest standards of integrity and stewardship are achieved; and
  - c. the working relationship with any staff and advisers is productive and supportive.
5. The Code requires that Trustees must:
  - a. Do what will best enable the charity to carry out its purposes.
  - b. Make balanced and adequately informed decisions, thinking about the long term as well as the short term.
  - c. Avoid putting themselves in a position where duty to the charity conflicts with personal interests or loyalty to any other person or body.
  - d. Not receive any benefit from the charity unless it is properly authorised and is clearly in the charity's interests; this also includes anyone who is financially connected.
  - e. Act responsibly, reasonably and honestly.
  - f. Make sure the charity's assets are only used to support or carry out its purposes.

## **PRINCIPLES**

6. The new Charity Governance Code sets out a range of governance-related standards that charities should aim to comply with. The code is divided into principles, one of which is 'integrity'. A recommended practice to demonstrate integrity is that 'trustees adopt and adhere to a suitable

code of conduct that sets out expected standards of probity and behaviour', so we ask that Trustees sign to indicate that they have read and understood the RMA-TRMC Code

7. Breaches of the Code. In cases where there is a concern that a trustee has breached this Code, the matter will be reviewed by the People Ctte, who will make a recommendation to the Board. (If a concern has been raised about the Chair, the review will be undertaken by one of the vice-chairs and another trustee). The Board will decide whether to discuss the recommendation in closed session. Any sanctions will be determined by the Board, up to and including requiring the trustee concerned to resign from the Board. The trustee will accept the decision of the board in such cases.

#### **LEAD STAFF MEMBERS**

8. Chief Executive

#### **TRAINING**

9. NA

#### **RECORD KEEPING**

10. Signed copies of the Code will be retained during a period of service on the Board.

#### **REVIEW**

11. This Policy is to be reviewed biennially or soon should the law, or Charity Commission/ Companies House/Fundraising Regulator/Information Commissioner guidance change.

Signed

Dated

10 February 2022

Annex:

A. Trustee Code of Conduct From



### **TRUSTEE CODE OF CONDUCT FORM**

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 this, each trustee is asked to agree to abide by the Code of Conduct which is set out in this document and to sign the attached declaration accordingly.

2. **Purpose.** The Code of Conduct aims to define the standards expected of the charity's trustees in order to ensure that:

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

3. **Code of Conduct.**

3.1 **Selflessness.** Trustees have a general duty to act with probity and prudence in the best interest of the charity 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.

3.2 **Integrity.** The charity's trustees should conduct themselves in a manner which does not damage or undermine the reputation of the organisation or its staff. More specifically they:

- 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;
- must avoid actual impropriety and any appearance of improper behaviour;
- 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 charity over the value of £100 should be declared to the Board.

3.3 **Objectivity.** In carrying out their role, including making 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.

3.4 **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 charity;
- are accountable to the organisation's members and other stakeholders for their decisions, the effectiveness of the Board, and the performance of the organisation.

3.5 Openness. The Trustees should ensure that confidential information and material, including material about individuals, is handled in accordance 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.

3.6 Honesty. The trustees have a duty to avoid any conflict of interest so far as is reasonably practicable. 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 affects him/her, or a member of his/her 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 He/she should declare the nature of the interest and withdraw from the room and not participate in discussion and decision making, unless the remaining trustees agree otherwise.

3.7 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 charity'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 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 honorary officers, the board and staff work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship;
- respect the roles of 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 and any other policies agreed by the board;
- maintain respectful, collegial and courteous relationships with contacts established in the board member role;
- when speaking or writing as a board member, ensure comments reflect current organisational policy even when they might be at variance with personal views;
- when speaking privately strive to uphold the reputation of the charity and those who work in it.

4. Breaches of the Code. In cases where there is a concern that a trustee has breached this Code, the matter will be reviewed by the Chair and another trustee, or two trustees appointed by the Chair, who will make a recommendation to the Board. (If a concern has been raised about the Chair, the review will be undertaken by one of the vice-chairs and another trustee). The board will decide whether to discuss the recommendation in closed session. Any sanctions will be determined by the board, up to and including requiring the trustee concerned to resign from the board. The trustee will accept the decision of the board in such cases.

5. Trustee's Declaration

I declare that:

- I undertake to fulfil my responsibilities and duties as a trustee of the charity in good faith and in accordance with the law and within the charity's objects, mission and values.
- I do not have any financial or other interests in conflict with those of the charity (either in person or through family or friends or business connections) except those that I have formally notified in a conflict-of-interest statement.
- I will make known any interest in any matter under discussion which creates either a real danger of bias (that is, the interest affects me, or a member of my 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, and withdraw from the room and not participate in discussion or decision making, unless the remaining Trustees agree otherwise.
- I will abide by the Code of Conduct for trustees of the charity.
- In the event of my breaching this Code I am prepared to accept sanction as determined by the board.

Signed:

Date:

Name of trustee