



# 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 where appropriate and in particular on anything in which the Trustees do not have expertise themselves.
2. A Trustee must administer The Arts Society and all its assets in the interest of current, potential and future beneficiaries.
3. Trustees should hold themselves accountable to The Arts Society's members including the public for the Board's decisions, the performance of the Board and the performance of The Arts Society.
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 Arts Society. A Trustee must not use their status as trustee to gain advantage within The Arts Society.
5. The Board should ensure that there are clear written policies on claiming of expenses by Trustees.
6. Trustees must not place themselves under any financial or other obligation to outside individual organisations that might influence them in the performance of their duties owed to The Arts Society.
7. Trustees should conduct themselves in a manner which does not damage or undermine the reputation of The Arts Society, or its staff individually or collectively and should not take part in any activity which is in conflict with the objects as set out in the Statement of mutual obligations between the Arts Society and its member societies, and The Arts Society's Memorandum and Articles of Association or which might damage the reputation of The Arts Society.

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 Arts Society 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 Arts Society, not to their nominating group or body.

10. Trustees must, with the help of the senior employees, formulate and review regularly The Arts Society's vision, values and long-term strategy as well as policies for its fulfilment.

11. With the assistance of the senior employees and appropriate professional advisers, Trustees must ensure that The Arts Society 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 Arts Society, including The Arts Society's Memorandum and Articles of Association. Any changes must be made in accordance with constitutional and legal requirements.

13. In order to develop a working knowledge of The Arts Society 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 them 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 Arts Society'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 themselves 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 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.

### **Employees**

19 Trustees must ensure there is a clear understanding of the scope of authority delegated to the senior employees

20 Policies and strategies agreed by Trustees should be expressed in unambiguous and practical terms and made clear to employees responsible for implementing those policies. Directions given to the employees 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 employees

22 Trustees must understand, accept and respect the difference in roles between the Board, and employees ensuring that the honorary officers, the Board and staff work effectively and cohesively for the benefit of The Arts Society, and develop a mutually supportive and loyal relationship.

23 Having given the senior employees delegated authority, Trustees should be careful, individually and collectively, not to undermine such authority by word or action.

*In the event that a Trustee has been found to be in substantial breach of any material part of The Arts Society Trustee Code of Conduct, this may lead to procedures being put into motion that may result in said Trustee being asked to resign from the Trustee Board.*

*Should this happen the Trustee will be given the opportunity to be heard, however, in the event of being asked to resign from the Trustee Board of The Arts Society said Trustee should do so with immediate effect.*

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