

Northumberland Wildlife Trust Limited
Company Number 717183, Charity Number 221819

Code of Conduct for Trustees

Introduction

This code is based on text from the Association of Chief Executives of Voluntary Organisations (ACEVO) and the model code of conduct prepared by Charity Trustee Networks published in the Charity Finance Yearbook 2019.

All charity trustees have legal duties and responsibilities. The most important of these are summarised in the Charity Commission's guidance 'The essential trustee: what you need to know, what you need to do' (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.

This document should be read in conjunction with the document Role and Terms of Reference for Council.

Purpose of a code

To set out the relevant standards expected of trustees of voluntary organisations, in order to maintain the highest standards of integrity and stewardship; to ensure that the voluntary organisation is effective, open and accountable; and to ensure a good working relationship with the Chief Executive and his/her senior team.

The Code

Trustees will respect and uphold the values of the Trust.

General

1. Trustees will act within the governing document of the Trust and the law, and abide by the policies and procedures of the organisation. This includes having a knowledge of the contents of the Memorandum and Articles of Association and relevant policies and procedures. Any changes must be made in accordance with constitutional and legal requirements
2. Trustees will support the objects and mission of the Trust, championing it, using any skills or knowledge they have to further that mission.
3. Trustees must give adequate time and energy to the duties of being a trustee.
4. 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.
5. Trustees must be active, making their skills, experience and knowledge available to the Trust and seek to do what additional work they can outside of trustee meetings, including sitting on sub-committees.
6. Trustees will develop and maintain sound and up-to-date knowledge of the Trust and its environment. This will include an understanding of how the Trust operates, the

- social, political and economic environment in which it operates and the nature and extent of its work.
7. Trustees will use the Trust's resources responsibly, and when claiming expenses will do so in line with the Trust's procedures.
 8. Trustees will seek to be accountable for their actions as a trustee and will submit themselves to whatever scrutiny is appropriate.
 9. Trustees accept their responsibility to ensure that the Trust is well run and will raise issues and questions in an appropriate and sensitive way to ensure that this is the case.
 10. Trustees must administer the Trust and all its assets in the interests of current, potential and future beneficiaries.
 11. Trustees should hold themselves accountable to the Trust's stakeholders, including the public, for Council's decisions and for the performance of the Trust.
 12. Trustees should conduct themselves in a manner which does not damage or undermine the reputation of the Trust, 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 Trust.
 13. Trustees must make decisions together and take joint responsibility for them. The extent to which any one trustee or small group of trustees is empowered to speak for or take action on behalf of the Trust or Council must (subject to any specific constitutional rules) be a matter for all trustees to decide together. Such decisions must be recorded.
 14. Trustees must respect organisational, board and individual confidentiality, while never using confidentiality as an excuse not to disclose matters that should be transparent and open.
 15. Trustees must, with the help of the Chief Executive, formulate and review regularly the Trust's vision, values and long-term strategy as well as the policies for its fulfilment.
 16. With the assistance of the Chief Executive and appropriate professional advisers, trustees must ensure that the Trust complies with regulatory and statutory requirements and must exercise overall control over its financial affairs. In addition to compliance with statutory requirements, trustees should have a commitment to the development and implementation of good practice.

Managing interests

17. Trustees must not gain materially or financially from their involvement with the Trust unless specifically authorised to do so. This also applies to trustees' family and friends.
18. Trustees will act in the best interests of the Trust as a whole, and not as a representative of any group – considering what is best for the Trust and its present and future beneficiaries and avoiding bringing the Trust into disrepute.
19. Unless authorized, a trustee will not put themselves in a position where their personal interest conflicts with their duty to act in the interest of the organisation. Where there is a conflict of interest, trustees must ensure that this is managed effectively in line with Trust policy.
20. Trustees must understand that a failure to declare a conflict of interest may be considered to be a breach of this code.

Meetings

21. Trustees will attend all meetings and other appointments at the Trust, or give apologies. If a trustee cannot regularly attend meetings they will consider whether there are other ways they can engage with the Trust. Trustees are expected to attend not less than 75% of meetings over any 2 year period.
22. Trustees will prepare fully for all meetings and work for the organisation. This includes reading papers, querying anything they do not understand, thinking through issues before meetings and completing any assigned tasks in the agreed time.
23. Trustees will actively engage in discussion, debate and voting in meetings; contributing in a considered way, listening carefully, challenging sensitively and avoiding conflict.
24. Trustees will participate in collective decision making, accept a majority decision of the board and will not act individually unless specifically authorised to do so.
25. Confidential information or material (relating to users, beneficiaries, members, staff, commercial business etc) provided to, or discussed at a Council meeting must remain confidential and within the confines of Council and must not be discussed outside the trustee body.

Governance

26. Trustees will actively contribute towards improving the governance of the trustee board.
27. Trustees will participate in induction and training and sharing ideas for improvement with the board.
28. Trustees will help identify good candidates for trusteeship at the Trust
29. Trustees have a responsibility to develop and ensure the maintenance of a properly constituted, balanced and competent Council, 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 and other honorary officers.

Relations with other

30. Trustees will endeavour to work considerately and respectfully with all those they come into contact with at the Trust. Trustees will respect diversity, different roles and boundaries and avoid giving offence.
31. Trustees must recognise that the roles of trustees, volunteers and staff are different and they should seek to understand and respect the difference between these roles.
32. If a trustee also volunteers with the Trust they will maintain the separation of their roles as a volunteer and as a trustee.
33. Trustees will seek to support and encourage all those they come into contact with at the Trust. In particular they recognise their responsibility to support the Chair, CEO and senior members of staff.
34. Trustees will not make public comments about the Trust unless authorised to do so. Any public comment made will be considered and in line with organizational policy, whether made as an individual or trustee.
35. Trustees must ensure there is a clear understanding of the scope of authority delegated to the Chief Executive. Policies and strategies agreed by trustees should be expressed in unambiguous and practical terms, so that the Chief Executive and staff responsible for implementing those policies are clear what they need to do. Directions given to the Chief Executive and staff should come from the Council as a whole.

- 36. Trustees should act fairly and in accordance with good employment and equal opportunities principles in making decisions affecting the appointment, recruitment, professional development, appraisal and remuneration and discipline of the Chief Executive and other staff.
- 37. Trustees must understand, accept and respect the difference in roles between Council, the Chief Executive and senior staff, ensuring the honorary officers, Council, the Chief Executive and his/her senior team work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship.
- 38. Having given the Chief Executive delegated authority, trustees should be careful – individually and collectively – not to undermine it by word or action.

Leaving the board

- 39. Trustees must understand that substantial breach of any part of this code may result in procedures being put in motion that may result in them being asked to resign from the board.
- 40. Should the above occur, trustees understand they will be given the opportunity to be heard. In the event of a trustee being asked to resign from the board, they will accept the majority decision and will resign at the earliest opportunity.
- 41. If a trustee wishes to cease being a trustee of the Trust, they will inform the Chair in advance in writing, stating their reasons for leaving.

Signed:

Name:

Date:

Last document review: January 2020

Next document review: January 2022