



# CODE OF CONDUCT FOR TRUSTEES

## 1. PURPOSE OF THE CODE

- 1.1 The purpose of this Code of Conduct is to maintain the highest standards of integrity and stewardship, ensuring that Royal Voluntary Service (“the Charity”) is effective, open and accountable, with good working relationships between the Trustees, the Chief Executive Officer and members of the Leadership Team.
- 1.2 It is intended that this Code of Conduct will help the Charity’s Trustees, who are responsible for the governance of the Charity, its strategic direction and the delivery of its activities for the public benefit, the Chief Executive Officer and members of the Leadership Team to perform their roles to the levels of integrity and stewardship set below.

## 2. STELLA VALUES AND BEHAVIOURS

- 2.1 The Charity expects Trustees to be exemplars of its Stella Values:

Stronger Together  
Better When Simple  
Spark Brilliance  
Care & Protect  
Step Forward.

- 2.3 Trustees are expected to behave in a professional, courteous and dignified manner towards all colleagues, staff and volunteers, service users, professional advisers and members of the public and to interact with them politely, efficiently, promptly and without bias or discrimination.

## 3. INTEGRITY

- 3.1 All Trustees must act with probity, due prudence and, where appropriate, in accordance with any professional advice that may be offered to Trustees and/or members of the Leadership Team.
- 3.2 Trustees must hold themselves accountable to the Charity’s stakeholders (including the public, the Charity’s regulators, funders and service users) for their decisions, the performance of the Board of Trustees and the performance of the Charity.
- 3.3 Trustees must not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their duties.
- 3.4 Except where legally authorised, Trustees should not gain financial or other material benefit for themselves, their families or their friends from their role as Trustee. The Board of Trustees should ensure that there are clear written policies on the claiming of expenses by Trustees.
- 3.5 Trustees will not accept any gifts or hospitality without the prior consent of the Chair of Trustees or in their absence, the consent of the Deputy Chair. Any gifts or hospitality must be recorded on the Charity’s Register of Gifts including those that are refused following consultation with the Chair or Deputy Chair.

## **4. CONFLICTS OF INTEREST**

- 4.1 Conflicts of interest occur when the individual's personal or family interests and/or loyalties conflict with those of the Charity. Such conflicts can -
- inhibit free discussion
  - result in decisions or actions that are not in the interests of the Charity
  - risk the impression that the Charity has acted improperly.
- 4.2 Trustees are expected to foresee and avoid any conflict of interest. The Charity operates a separate Conflicts of Interest Policy which Trustees are expected to observe and to which Trustees should refer if a conflict arises. Broadly, if a conflict does arise, a Trustee is expected to declare the interest and, if the Board of Trustees requires it, to absent themselves from any discussion or vote taken on the matter. Any transaction under which a Trustee will benefit directly or indirectly must have proper legal authority.
- 4.3 Trustees should not take part in activity which is in conflict with the objects of the Charity.

## **5. PROTECTING THE CHARITY'S REPUTATION**

- 5.1 Trustees should not behave in ways that could damage or undermine the reputation of the Charity, its staff or its volunteers.
- 5.2 Where Trustees are aware of anything that could be damaging to the reputation of the Charity or to its staff or volunteers, individually or collectively, this must be raised as soon as reasonably practicable with the Chair and the Chief Executive Officer.
- 5.3 Trustees will not make public comments about the Charity unless they have been previously authorised by the Chair or the Chief Executive Officer to do so and have agreed the content of any comment with the Charity
- 5.4 When speaking as a Trustee of the Charity, any comments will reflect the Charity's policy even if the Trustee has different or conflicting personal views.

## **6. MEETINGS**

- 6.1 Trustees are normally expected to attend four or five Board of Trustees meetings a year. Trustees who are members of Committees will also be required to attend up to four additional meetings a year for each Committee. Dates for meetings are agreed with Trustees in the preceding year. Trustees will strive to attend all Trustee and Committee meetings giving apologies ahead of time.
- 6.2 A set of papers and an agenda are normally sent out to all Trustees at least five working days before each meeting to allow time for these to be read in advance. Trustees are expected to prepare for and contribute appropriately and effectively to meetings. When engaging in debate, Trustees will raise issues and questions in an appropriate and sensitive way, maintaining a respectful attitude towards the opinions of others.
- 6.3 Trustees should bring a fair and open minded view to all discussions of the Board of Trustees and their committees and ensure that all decisions are made in the Charity's best interests.

- 6.4 Informed and robust decision making is important and, to support that, sufficient time will be allowed at meetings to enable substantive discussion by Trustees of all differing views on any matter. Trustees will make decisions together and take joint responsibility for them notwithstanding that, whilst preferable, it may not always be possible for a unanimous decision to be reached.
- 6.5 Any confidential information or material relating to service users, volunteers, staff or business meetings must remain confidential and not be discussed or shared with others.
- 6.6 Trustees accept that in fulfilling their role as a Trustee of the Charity their responsibility should be solely to the Charity and they will focus the expertise they bring from other spheres of their lives for the benefit of the Charity.
- 6.7 Trustees must act fairly and in accordance with good employment practice and equal opportunities in making any decisions affecting the appointment, professional development, appraisal, remuneration or discipline of the Chief Executive Officer.

## **7. DECLARATIONS OF INTEREST**

- 7.1 Potential Trustees will be asked to sign a Declaration regarding their suitability to join the Board and existing Trustees will be asked to renew this Declaration annually.
- 7.2 Trustees will also be asked to disclose their interests in the Charity's Register of Interests which is held by the Charity's Chief Executive's Office. The information provided will be maintained in compliance with relevant data protection regulation. Trustees are asked to keep the information they have registered up to date on an annual basis.
- 7.3 In order to develop a working knowledge of the Charity and to give themselves credibility, Trustees should endeavour to maintain links and keep in touch with the Charity through regular contacts or through regular visits.

## **8. STAFF**

- 8.1 Trustees should seek to understand and respect the difference in roles between the Board of Trustees, the Chief Executive Officer and members of the Leadership Team, ensuring that they work effectively together for the benefit of the Charity in a mutually supportive and loyal relationship.
- 8.2 Trustees are of course free and are encouraged to engage with all staff and volunteers within the charity. Trustees may also, for instance, wish to make suggestions and/or provide guidance to members of the Leadership Team. In the event that a Trustee feels that a member of staff needs to be instructed directly on any matter, the Trustee should refer the matter to the Chair who will then route any instruction to or through the Chief Executive Officer. If this process is inappropriate or not possible due to a conflict of interest, the Chair/Deputy Chair will discuss with the Trustee and agree on an appropriate course of action.

## **9. LEAVING THE BOARD**

- 9.1 Trustees recognise that substantial breach of any part of this Code may result in their removal from the Board of Trustees.
- 9.2 Should procedures be put in motion which may result in a Trustee being asked by the Chair to resign from the Board, the Trustee will be given the opportunity to be heard. If, after the Trustee's views are heard and considered, a majority decision of the Board is for the Trustee to resign in the best interests of the Charity, the Chair will request resignation from the Trustee and the Trustee will resign at the earliest opportunity.
- 9.3 If a Trustee wishes to resign from the Board they will inform the Chair in advance in writing stating their reasons for resigning.
- 9.4 All departing Trustees, whatever their reason for leaving, will participate in an exit interview with the Chair or Deputy Chair.

## **10. REVIEW OF POLICY**

- 10.1 This Policy will be reviewed every three years or sooner if required.

## DOCUMENT CONTROL

This table outlines the changes to this document.

Version	Date of issue	Section reference	Reason for change	Owner of change
1.0	Sep-18	All	First draft – for P&R Committee 18-Sep-18	Catherine Nightingale
2.0	Oct-18	1.2	Addition of clause 1.2	Catherine Nightingale
3.0	Nov-20	4.2	Inclusion of cross reference to Conflicts of Interest Policy	Catherine Nightingale
		5.1, 5.2 and 6.5	Additions of reference to volunteers	
		5.3	Addition of reference to authorisation by Chair/CEO	
		10	Inclusion of policy review period	
4.0	Jan-21	6.4	Expansion of way in which meetings will be run	Catherine Nightingale
		8.2	Expansion of process for instruction of staff by Trustees	
		9.3/9.4	Clarification of process on leaving the Trustee Board and exit interviews	
		Other	Various amendments to reflect operational practice, grammar and style	