

Code of Conduct

1.0 Header

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This document sets out the purpose, legal basis, and scope of these mandatory standards of conduct.

2.0 Purpose and Legal Basis

A Code of Conduct is a foundational governance document that articulates the ethical commitments of the charity. Its strategic importance lies in setting clear expectations for behaviour, protecting the charity's reputation, and demonstrating an unwavering commitment to the highest ethical standards. This serves to reassure beneficiaries, donors, and regulators that the charity is managed with integrity and that its resources are applied solely to its mission.

2.1 Purpose

The purpose of this Code of Conduct is to provide a clear framework of principles and standards for all Trustees and Appointed Persons of the charity. The core objectives are:

- To establish clear and unambiguous standards of behaviour and conduct expected of all Trustees and Appointed Persons.
- To ensure that all decisions are made solely in the best interests of the charity and its beneficiaries.

- To uphold the values of the charity and protect its reputation.
- To maintain and enhance public trust and confidence in the charity.

2.2 Legal and Regulatory Basis

This policy is grounded in the legal and regulatory framework governing charities in England and Wales. The relationship between these sources is critical: the **Charities Act 2011** establishes the universal duties for all trustees to act in their charity's best interests, while the **charity's constitution** operationalises these duties specifically for the charity, making them contractually binding. This policy is designed to ensure adherence to:

- The duties of trustees under the **Charities Act 2011** are to act in the charity's best interests, manage its resources responsibly, and ensure it is carrying out its purposes for the public benefit.
- The specific mandate within the Constitution, particularly **Clause 9 ("Functions and duties of charity trustees")**, requires trustees to manage the affairs of the charity lawfully and with reasonable care and skill.
- Best practice recommendations from the **Charity Commission**, which emphasise the importance of high standards of governance and ethical conduct for all trustees.

This policy defines the individuals to whom these legal and ethical duties apply within the context of the charity's operations.

3.0 Scope

A clearly defined scope is essential for mitigating the risk of inconsistent application and ensuring that a single, high standard of behaviour is expected from all individuals in positions of trust and influence. This universal application safeguards the charity's integrity and reputation.

This policy applies to all of the following individuals:

- **The Board of Trustees:** All individuals appointed as charity trustees of the Charity.
- **All Appointed Persons:** This includes all individuals holding an honorific, non-governance role, such as Honorary Life President, as an Associate Member under the terms of the Honorary Appointments Policy (ORG/GOV/010).

Adherence to this Code is a condition of holding office and reflects the charity's formal commitment to the principles articulated in the following statement.

4.0 Policy Statement

The policy statement serves as the Board of Trustees' official and public commitment to the principles of ethical conduct. It sets the tone and expectations for the entire organisation, providing the foundation upon which this Code is built.

The Board of Trustees of the charity is wholly committed to upholding the highest standards of personal and professional conduct. All Trustees and Appointed Persons shall act with **selflessness** and **integrity**, making decisions with **objectivity** and **honesty**. They are expected to demonstrate **leadership** by example, embracing **openness** in their conduct and accepting full **accountability** for their actions to our beneficiaries and the public. All decisions shall be based solely on the best interests of the charity, its present and future beneficiaries, and the public we serve.

To ensure this statement is applied consistently, the following definitions clarify the key terms used throughout this Code.

5.0 Definitions

Clear, shared definitions are a prerequisite for the consistent interpretation and application of this Code of Conduct. They remove ambiguity and ensure all parties have a common understanding of their roles, responsibilities, and the standards they are expected to uphold.

Term	Definition
The Charity / CIO	The Charity, a charitable organisation as defined in its Governing Document, the constitution.
Trustee	A charity trustee of the charity, responsible for the overall governance and management of the organisation's affairs as defined in Clause 9 of the Constitution.
Appointed Person	An individual holding an honorific, non-governance role, such as Honorary Life President, as an Associate Member under Clause 17 of the Constitution.

Conflict of Interest	A situation where a trustee's personal interests could conflict with their duty to act solely in the best interests of the charity, as defined in Clause 7 of the Constitution.
Governing Document	The currently adopted Constitution of the charity.

These definitions underpin the detailed articles of conduct that all Trustees and Appointed Persons are required to follow.

6.0 The Code of Conduct

The following articles constitute the mandatory framework of conduct for all Trustees and Appointed Persons. Adherence to these principles is a fundamental condition of holding office and is essential for maintaining the integrity and effectiveness of the charity's governance.

6.1 Upholding the Charity's Values and Mission

All Trustees and Appointed Persons have a fundamental duty to act as champions for the charity and its beneficiaries. This requires a commitment to:

- Acting strictly within the law, the charity's governing document, and all adopted policies and procedures.
- Championing the charity's mission and objects, as formally defined in **Clause 3 of the Constitution**, and using their skills and knowledge to further that mission.
- Being an active and engaged participant in the charity's work, including contributing to sub-committees and undertaking additional work outside of formal meetings where appropriate.
- Maintaining a sound and up-to-date knowledge of the charity, its operations, and the social, political, and economic environment in which it operates.
- Using the charity's resources responsibly and claiming expenses only in line with established procedures.

6.2 Managing Conflicts of Interest

Impartiality in decision-making is a non-negotiable duty for any charity trustee. To protect the charity from biased decisions and reputational damage, the following procedures for declaring and managing conflicts of interest are mandatory. Trustees and Appointed Persons must:

- Act solely in the best interests of the charity as a whole, not as a representative of any particular group or interest.
- Declare any personal or financial interests that may conflict with their duties to the charity.
- Manage all conflicts of interest effectively in line with the procedures detailed in the **Conflicts of Interest Policy (ORG/GOV/001)**.
- Recognise that a failure to declare a conflict of interest may be considered a breach of this Code.

6.3 Conduct in Meetings and Decision-Making

Effective governance depends on robust and respectful decision-making processes. In all meetings, individuals are expected to:

- Attend all appropriate meetings and appointments, or provide apologies in advance.
- Prepare fully for all meetings by reading papers in advance and thinking through the issues to be discussed.
- Engage actively, constructively, and respectfully in all discussions and debates.
- Participate fully in collective decision-making and accept the majority decisions of the Board. Individuals must not act alone unless specifically authorised to do so.

6.4 Upholding Good Governance

All Trustees have a responsibility to contribute to the continuous improvement of the charity's governance. This includes:

- Actively participating in induction, training, and development opportunities to enhance the Board's collective effectiveness.
- Assisting in identifying and appointing new trustees based on the skills and experience needed for the effective administration of the charity, in line with **Clause 10(2) of the Constitution**.

6.5 Professional Conduct and Relationships

The reputation of the charity is built on the conduct of its representatives. Therefore, all Trustees and Appointed Persons must:

- Work considerately and respectfully with all individuals they come into contact with through the charity, respecting diversity, different roles, and professional boundaries.
- Understand and respect the distinct roles of trustees, volunteers, and any future staff.
- Refrain from making any unauthorised public comments about the charity. Any authorised comments must be considered and in line with organisational policy.

6.6 Breaches of the Code

Adherence to this Code is a serious responsibility. The procedure for addressing a breach is as follows:

- A substantial breach of any part of this Code may result in a formal process where the individual is asked to resign from their position.
- The individual concerned will be given a full opportunity to be heard before any decision is made.
- If, following this process, the individual is asked to resign, they are expected to accept the majority decision of the Board and resign at the earliest opportunity.
- Voluntary resignation requires the submission of a written notice to the Chair, outlining the reasons for departure.

The following section defines the specific roles responsible for upholding this Code.

7.0 Roles and Responsibilities

Effective governance requires clear accountability to translate principles into practice. This section assigns specific responsibilities to ensure the Code is actively promoted, monitored, and enforced, thereby mitigating the risk of inconsistent application.

- **All Trustees and Appointed Persons:** Have a personal responsibility to read, understand, and adhere to this Code of Conduct in all their activities related to the charity. They have a duty to act as ambassadors for the charity's values and to raise any concerns about potential breaches in an appropriate and timely manner.
- **The Chair of the Board:** Holds a specific responsibility for providing leadership in matters of conduct. The Chair will promote and support the principles of this Code by example and will act as the initial point of contact for any concerns raised regarding financial irregularities or the conduct of an individual covered by this policy.

These roles are supported by a clear plan for the policy's implementation across the charity.

8.0 Implementation

A formal implementation plan is necessary to embed this Code of Conduct into the charity's governance culture, ensuring it is a lived set of principles understood and adhered to by all relevant individuals.

- **Adoption:** This policy is effective immediately upon its formal adoption by the Board of Trustees.
- **Communication:** A copy of this Code will be communicated to all current Trustees and Appointed Persons to ensure they are aware of their obligations.

- **Induction:** This Code of Conduct will form a mandatory part of the induction pack for all new Trustees and Appointed Persons, consistent with the requirements of **Clause 11 of the Constitution**.

The long-term effectiveness of the Code will be maintained through a structured monitoring and review process.

9.0 Monitoring and Review

Systematic monitoring and regular review are essential disciplines to provide assurance that this Code of Conduct remains effective, relevant, and upheld in practice. This process ensures that the Board and external stakeholders understand that the charity maintains the highest standards of governance and risk management.

- **Monitoring:** Adherence to the Code will be monitored through the ongoing conduct and decision-making observed in Board meetings and other charity activities. The Chair is responsible for addressing any observed deviations from the Code in a timely and appropriate manner.
- **Breaches:** Any significant breach of this Code will be formally addressed by the Board of Trustees under the procedure outlined in Section 6.6.
- **Annual Review:** This policy will be formally reviewed by the Board of Trustees on an annual basis to ensure its continued fitness for purpose and alignment with any changes in legislation or best practice.

This cycle of review ensures the Code remains a living document, integral to the charity's wider, integrated framework of good governance.

10.0 Related Policies and Documents

This Code of Conduct does not exist in isolation but forms part of an integrated governance framework designed to ensure the charity is well-managed, compliant, and accountable. It must be read in conjunction with other key documents, including:

- Charity Constitution
- Conflicts of Interest Policy
- Whistleblowing Policy
- Complaints Handling Policy
- Trustee Payment Policy
- Internal Financial Controls Policy
- Overall Data Protection Policy
- Honorific Appointments Policy