

CODE OF CONDUCT FOR TRUSTEES

This code of conduct forms part of a set of business principles and are a management tool for establishing and articulating the corporate values, responsibilities, obligations, and ethical ambitions of Birse Community Trust (BCT) and the way it functions. There are four documents in the set which provide guidance for Trustees. They are:

Title
Memorandum and Articles of Association of Birse Community Trust.
The Code of Conduct (this document).
The Role of the Charity Trustee
Equal Opportunities Policy

Document issue 03	Issue date 7 th November 2012 1.0 expanded to include Main Roles of a Charity Trustee. 3.10 Anti Bribery added
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Purpose

The purpose of this document is to provide a set of ethical principles for Trustees to follow when carrying out specified duties on behalf of BCT.

It provides guidance to Trustees on how to handle situations which pose a dilemma between alternative right courses of action, or when faced with pressure to consider right and wrong.

1. Introduction

BCT is a company limited by guarantee without a share capital (SC188799) and a recognised Scottish Charity (SC28220).

The Ethical Standards in Public Life etc. (Scotland) Act 2000 ('the Act') introduced a new Code of Conduct framework for public life in Scotland. As one of the earliest statutes passed by the Scottish Parliament, the Act underlines the strong commitment to the promotion of high standards in public life by the Scottish Executive and the Parliament itself.

Although there is no legal requirement for BCT to comply with the Act, the Board of Trustees has agreed to abide by the following relevant sections of the Code of Conduct. In order to ensure that:

- The organisation is effective, open and accountable;
- The highest standards of integrity and stewardship are achieved; and
- Working relationships are productive and supportive.

It is recognised that as Managers, the Trustees must face the challenge of formulating strategies to encourage personnel to communicate effectively.

In order to do so, Trustees have to set an example. They need to be continually aware that successful communication is a two-way process and will therefore strive to ensure the following guidelines are promoted and implemented by all parties whether by verbal, documented, or electronic communication:

- 1. Give clear instructions.*
- 2. Be constructive, not critical.*
- 3. Let people know the bigger picture.*
- 4. Communicate messages effectively.*
- 5. Give people freedom and encouragement to organize their work.*
- 6. Make expectations clear.*
- 7. Treat people like individuals.*

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The main roles of a Charity Trustee are:-

- to ensure that the charity is run properly, responsibly and lawfully in the interests of its members in accordance with its constitution;
- to ensure that all its activities fall within its Charitable Purposes;
- to ensure that there is no unnecessary duplication of activities with other charities;
- to ensure that the charity acts openly and accountably by fulfilling its Charitable Purposes and by providing Public Benefit;
- to develop and agree the strategy and policies of the charity;
- to network with and learn from other charities;
- to agree a financial budget and monitor financial performance;
- to ensure that the charity has adequate resources to carry out its Charitable Purposes;
- to guard against the liabilities of the charity exceeding its assets;
- to ensure effective and accountable management;
- to appoint, support and review the performance of (senior) employees;
- to respond efficiently and properly to all donors and beneficiaries;
- to keep up-to-date with relevant skills and knowledge;
- to report accurately and promptly to OSCR and, if a guarantee company, the Registrar of Companies;
- to report accurately and at least annually to the members of the charity.

2. Application

The Code applies to a Trustee whenever he or she conducts official duties on behalf of BCT.

3. Key Principles of the Code of Conduct

3.1. Selflessness

Trustees have a general duty to act with probity and prudence in the best interest of BCT.

They should not act in order to gain financial or other material benefits for themselves, their family, their friends or any involved organisation.

3.2. Integrity

Trustees should conduct themselves in a manner which does not damage or undermine the reputation of BCT or its staff. 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.

3.3. Objectivity

In carrying out their role, including making appointments, awarding contracts, 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 personal expertise, the Trustees should consider seeking 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 BCT;
- Are accountable to BCT's members and other stakeholders for their decisions, the effectiveness of the Board and the performance of the organisation.

3.5. Confidentiality and Openness

The Trustees will ensure that sensitive information and material is handled with due care so that it remains confidential.

In addition they will be as open as possible about their decisions and the actions that they take. In keeping with this policy, the Trustees:

- Will make the minutes of all Board meetings available on the BCT website;

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- May, at the Trustee's discretion, invite or allow any person to attend or speak at a Board meeting. Invitees may not vote on any issue and may be asked to withdraw on any matter which the Trustees wish to keep confidential to themselves.

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; 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 any relevant discussion, unless the remaining Trustees agree otherwise.

3.7. Leadership

The Trustees will:

- Promote and support the principles of leadership by example;
- Strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively;
- Define and respect the difference in roles between the Board and staff, ensuring that all parties work effectively and cohesively for the benefit of BCT.

3.8. Gifts and Hospitality

Trustees should report all gifts or offers of gifts to the Chair or Acting Chair of the Trust and seek prior approval for any hospitality which might appear to go beyond the normal hospitality associated with attending meetings and other functions in their capacity as a Trustee.

3.9. Conduct of Staff & Contractors

The Trustees will develop and maintain appropriate policies and procedures for the appointment of contractors and for any staff employed by BCT.

The Trustees will require that any contractors carrying out work on behalf of BCT are familiar with and conform to, the relevant sections of BCT's Health and Safety Manual.

3.10 Anti- Bribery

BCT has a zero tolerance of bribery and corruption. This policy extends to all the company's business dealings and transactions in all areas in which it and its subsidiaries and associates operate. All Trustees and contractors are required to comply with this policy.

4. Enforcement

BCT will take action in all cases where a Trustee or someone acting on behalf of the Trust has failed to comply with the Code of Conduct.

In the case of any breaches of the Code of Conduct, the Board of Trustees will decide on the appropriate course of action.

Where the breach is by any other person acting on behalf of BCT, the Chair of the Trustees has the authority to decide an appropriate course of action.

5. Complaints Procedure

All complaints received will be passed to the Board of Trustees, who will acknowledge receipt as soon as possible and give a full written response within 21 days. If the complainant remains dissatisfied they must formally reply within 3 weeks of receiving the response, giving reasons why they are not satisfied. The complaint will then be passed to the Chair of the Board of Trustees who will determine whether it warrants further investigation. On completion of any further review, the Chair of the Board of Trustees, whose decision is final, will decide on the appropriate action to be taken.

If the Trustees conclude that no case has been established or that the matter is outside the scope of BCT's Code of Conduct, BCT will take no further action.

6. Review and Amendment

The Trustees will review the format and content of this Code as and when required.