**Trustee Code of Conduct**

Trustees of The Change Foundation (“the Charity”) SHALL:

**GENERAL**

1. Act within the Memorandum and Articles of Association of the Charity and the law.
2. Adhere to the policies and procedures of the Charity including (a) the document entitled Terms of Reference of Board & Sub- committee; (b) the Charity’s Safeguarding Policy and Procedures (c) the Charity’s Data Protection Policy (d) the Trustee Conflict of Interest policy (e) the Charity’s anti-bribery policy (f) the Charity’s Social Media policy when attending events of the Charity or volunteering; (g) the Trustee Board Expenses Policy;(h)the Charity’s green policy and (i) if they also hold the position of the Chair, Vice-Chair or Treasurer, the terms of the Charity’s documents describing these roles. This includes having a knowledge of the contents of the documents referred to in above in paragraphs 1 and 2 of this section of the Code of Conduct.
3. Ensure that the Charity operates responsibly and ethically, in line with its aims and values.
4. Support the objects, strategic plan and mission of the Charity, championing it, using their skills and knowledge.
5. Assist the Charity by ensuring that the Charity is effective in achieving its charitable purposes and agreed outcomes.
6. Work in partnership with other trustees, the chief executive and other senior staff to ensure that the charity has a clear vision, mission and strategic plan.
7. Be able to clearly articulate the Charity’s public benefit and aims, including maintaining a sound and up-to-date knowledge of the Charity and its environment. This will include an understanding of how the Charity operates, the social, political and economic environment in which it operates and the nature and extent of its work.
8. Promote and safeguard the Charity’s reputation and by extension public confidence in the charity sector.
9. Recognise that the Board also has responsibilities towards communities, stakeholders, wider society and the environment, and act on these in a manner consistent with the Charity’s purposes, values and available resources.
10. Given enough time to the Charity to carry out their responsibilities effectively, using their skills, experience and knowledge.
11. Respect organisational, board and individual confidentiality, while never using confidentiality as an excuse not to disclose matters that should be transparent and open.
12. Use the Charity’s resources responsibly, and when claiming expenses will do so in line with the Charity’s procedures including the Trustee Board Expenses policy.
13. Be accountable for their actions as a trustee of the Charity, including submitting to whatever scrutiny is appropriate. This includes, but is not limited to providing all relevant information to the Charity so that it can maintain an up to date (a) register of interests of Trustees;(b) Register of gifts; and (c) submit on appointment and annually a completed questionnaire concerning ongoing suitability to be a Trustee.
14. Ensure that the Charity is well run and raise issues and questions in an appropriate and sensitive way and create good relations with the senior member of staff, to ensure the charity’s staff feel confident and enabled to provide the information, advice and feedback necessary to the board.
15. Ensure that there is a strategy for regular and effective communication with the key stakeholders with an interest in the Charity about the Charity’s purposes, values, work and achievements, including information that enables these stakeholders to measure the charity’s success in achieving its purposes.
16. Ensure there are procedures for dealing with feedback and complaints from beneficiaries, staff, volunteers, the public and other stakeholders, and that these procedures are understood by trustees, staff and volunteers.

**MANAGING INTERESTS**

1. Ensure the Board is transparent and accountable.
2. Act with honesty, integrity, objectivity and impartiality.
3. Adhere to the terms of the trustee conflicts policy including declaring at the earliest opportunity to the Chair of the Board any personal, business and/or financial interest that could be perceived as a conflict of interest.
4. Not gain materially or financially from any involvement with the Charity unless specifically authorised to do so.
5. Act in the best interests of the Charity as a whole, and not as a representative of any group – considering what is best for the Charity and its present and future beneficiaries and avoiding bringing the Charity into disrepute.
6. Ensure that personal interests do not conflict with the duty to act in the interests of the Charity and where there is a conflict of interest, ensure that this is managed effectively in line with the trustee conflicts of interest policy.
7. Acknowledge that a failure to declare a conflict of interest is likely to be considered to be a breach of this code.
8. Comply with all applicable Anti-Bribery laws and adhere to the Charity’s anti-bribery policy

1. Comply with anti-money laundering legislation and report any suspicion of money laundering to the Charity’s Finance Manager immediately. In these circumstances, the Trustee must not let the donor in question know of these concerns, given the potential of committing the criminal offence of “tipping off”.
2. Data Protection – your data. The Charity will process your personal data with utmost care and in accordance with the Data Protection Act 1998. In signing this code of Conduct you accept and understand that the Charity may hold, process and disclose your personal information for the purpose of effectively managing the trustee/charity relationship. For example, by supplying your contact details to your fellow trustees.
3. Data Protection – your obligations regarding the personal data of others (including staff, funders, volunteers and stakeholders) that you receive whilst acting as a trustee. You shall ensure compliance with the requirements of the Data Protection Act 1998 and the Charity’s data protection policy in relation to all such third-party personal information which you receive in your capacity as a trustee of the Charity

**MEETINGS**

1. Regularly attend Board Meetings, sub-committee Meetings that they are a member of, and any other trustee meetings of the Charity or give apologies. If a Trustee finds that he/she cannot regularly attend meetings, they should consider whether they ought to continue to act as a Trustee and discuss this issue with the Chair as there are may be other ways to engage with the Charity without being a Trustee.
2. Prepare fully for all meetings and work for the organisation. This will include reading papers, querying anything that is not clear, thinking through issues before meetings and completing any tasks assigned in the agreed time.
3. Engage in discussion, debate and voting in meetings, contributing in a considered and constructive way, listening carefully, challenging sensitively and avoiding conflict.
4. Respect and welcome diverse, different and, on occasions, conflicting views from other Trustees, taking time to get to know fellow Trustees and to understand each other’s motivations to build trust within the board.
5. Participate in collective decision making, accept a majority decision of the board and refrain from acting individually unless specifically authorised to do so.

**GOVERNANCE**

1. Contribute towards improving the governance of the trustee board, including recognizing the value of a diverse board and participating in induction and training and sharing ideas for improvement with the board.
2. Ensure that there is a systematic, open and fair procedure for the recruitment of trustees and that the search for new trustees is carried out, and appointments or nominations for election are made, on merit against objective criteria and considering the benefits of diversity on the board.
3. Participate in regular skills audits to inform the search process.
4. Encourage inclusive and accessible participation, including making a positive effort to remove, reduce or prevent obstacles to people being trustees.
5. Participate in appraisals of the performance of the Board as a whole and that of individual trustees and act on the recommendations arising out of such appraisals.

**CONCERNS AND WHISTLEBLOWING**

1. You should immediately report any serious matter if you believe that any member of the Senior Management of the Charity, or any Trustee or group of Trustees is/are acting illegally, unethically or inappropriately. The report should be made to the Resources and Governance (RaG) sub-committee for this committee to consider. If the matter involves someone who sits on or attends RaG, but does not involve the Chair of RaG, it can be reported to the Chair of RaG alone for him/her to consider. If it involves the chair of RaG, it should be raised with (in the following order) the Chair of the board, the Vice-Chair, the Chair of another Sub-Committee.
2. RAG (or the person identified in the preceding paragraph if it is not appropriate to raise with RaG /its Chair) will determine how the matter is to be investigated and by whom. RAG, or whoever the matter has been reported to, will report the outcome of the investigation to the Chair of the Board, or the Vice-Chair if the matter affects the Chair, who will in turn inform the Board, of the result of their investigation and any recommendations which will be put to the Board.
3. With the agreement of RaG (or the person identified in paragraph 1 of this section), independent professional advice, such as legal; or financial advice may be obtained at the expense of the Charity. Two quotes should be obtained from different advisers before instructing such professional advisers, unless the matter is so urgent and RaG/the Trustee who has approved the obtaining of independent professional advice agrees that this requirement can be by-passed.
4. Trustees also have the right (irrespective of whether they have any concerns) to meet the auditors without paid staff of the Charity present as part of the annual audit process. Any Trustee who wishes to have such a meeting should request this through the Chair of RaG.

**RELATIONS WITH OTHERS**

1. Work considerately and respectfully with all those you come into contact with at the Charity, respecting diversity, different roles and boundaries, and avoiding giving offence.
2. Recognise that the roles of trustees, volunteers and staff are different, and respect the difference between these roles. When volunteering within the organization, understanding and maintaining the separation of the role as a trustee and as a volunteer and ensuring that it is understood what may and may not be done and to whom you report when acting as a volunteer.
3. Seek to support and encourage all those you come into contact with at the Charity. In particular, support the Chair, using the Vice-Chair as a sounding board if appropriate, and support the senior staff team.
4. Refrain from making public comments about the Charity unless authorised to do so. Any public comments will be considered by the person authorizing them as to whether they are stated as being made by the person in their private capacity or as a trustee and this decision must be adhered to.

**LEAVING THE BOARD**

1. A serious or substantial breach of any part of this code may result in procedures being put in motion that may result in a trustee being asked to resign from the trustee board.
2. Should this happen the trustee will be given the opportunity to be heard. If the trustee is then asked to resign from the board, they will accept the majority decision of the board in this matter and resign at the earliest opportunity.
3. If a trustee wishes to cease being a trustee of The Change Foundation at any time, they should inform the chair in advance in writing, stating the reasons for leaving.

I agree to the above Code of Conduct of Trustees

Signed . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . .

Name . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . .

Date . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . .

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