

# Wildlife Trust of South and West Wales

## Trustee Code of Conduct

### Introductory principles

#### Accountability

Everything WTSWW does will be able to stand the test of scrutiny by the public, the media, the Charity Commission, Companies House, members, stakeholders, funders, parliament and the courts.

#### Integrity and honesty

These will be the hallmarks of all conduct when dealing with colleagues within WTSWW and equally when dealing with individuals and institutions outside it.

#### Transparency

WTSWW strives to maintain an atmosphere of openness throughout the organisation to promote confidence of the public, stakeholders, staff, charity regulators and parliament.

The above principles are taken from the Nolan Principles Seven Principle for Public Life. For further information <https://www.gov.uk/government/publications/the-7-principles-of-public-life>

## Trustee Code of Conduct

### General

**Trustees will support the objectives of the Trust** and act as their guardian and champion, making their skills, experience and knowledge available to WTSWW. They will develop and maintain an up-to-date knowledge of the organisation and its environment.

**Trustees should conduct themselves in a manner which does not damage** or undermine the reputation of the Trust, individually or collectively, and should not take part in any activity which is in conflict with the charity's objectives or which might damage the reputation of the Trust.

**A trustee must administer the organisation** and all its assets in the interest of current, potential and future beneficiaries.

**Trustees must act with probity and due prudence and as a board should consider taking professional advice** on any matter of significance to the charity where the trustees do not have expertise themselves.

**Except where legally authorised, trustees must not gain financial or other material benefit** for themselves, their families or their friends from their trusteeship of the charity. The Board should ensure that there are clear written policies on the claiming of expenses by trustees.

**A trustee must not place themselves under any financial or other obligation** to outside individual organisations that might influence them in the performance of their official duties.

**Trustees, with the guidance of the CEO, must formulate and review regularly the charity's vision, values and long-term strategy**, as well as procedures, plans and policies for their fulfilment. They should also set and agree targets and evaluate performance against them.

**Trustees, together with the CEO, will ensure that the charity complies with regulatory and statutory requirements** and must exercise overall control over its financial affairs to ensure the financial stability of the Trust. In addition to compliance with statutory requirements, trustees should have a commitment to the development and implementation of best practice.

**Trustees should safeguard the organisation's reputation and assets** and ensure the proper application of the charity's funds, ensuring income is spent solely for the purpose laid out in its objects.

**To enhance governance** trustees will participate in induction, training and development activities for trustees and seek ways to improve Board governance practice.

**Trustees will strive to identify good candidates for trusteeship** and will propose new trustees for appointment on the basis of merit and diversity of perspective.

## **Board Meetings**

**Trustees must strive to attend all meetings regularly**, ensuring they prepare for and contribute to those meetings appropriately and effectively and give apologies ahead of time to the chair if unable to attend.

**Trustees should bring a fair and open-minded view** to all discussions of the Board, engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others and should endeavour to ensure that all decisions are made in the charity's best interests.

**Trustees should make decisions together** and take joint responsibility for them. They must respect majority decision of the board. Notwithstanding this, within the confines of the board trustees need to be able to engage in constructive discussion to review or revisit a decision if circumstances change.

**Trustees must not act individually** unless specifically authorised by the Board to do so. The extent to which any one trustee or a small group of trustees is empowered to speak for or take action on behalf of the organisation or the Board, must (subject to any specific constitutional rules) be a matter for all trustees to decide together. Such decisions must be recorded.

## **Conflict of Interest**

**Trustees must aim to foresee and avoid any conflict of interest.** Where one arises, a trustee must at once declare the interest and absent themselves from any discussion or vote taken on the matter by the other trustees. Any transaction under which the trustee will benefit either directly or indirectly must have proper legal authority. Trustees will submit to the judgment of the Board and do as it requires regarding potential conflicts of interest.

## Relations with others

**Trustees will treat each other with respect and communicate clearly and civilly.** Matters of dispute will be brought to the Board for open and fair discussion.

**Trustees will work considerately and respectfully with all** those they come into contact with at WTSWW. They will respect diversity, different roles and boundaries and avoid giving offence.

**Confidential information or material**, relating to users, beneficiaries, commercial business, etc, provided to or discussed at a Board meeting must remain confidential and within the confines of the Board, and must not be discussed outside the trustee body.

**Trustees should aim to understand and reflect the view of all stakeholders** and will aim to resolve any differing interests.

**Trustees must recognise that the roles of trustees, CEO, staff and volunteers are different** and respect the differences between those roles. Where a trustee also volunteers for the organisation, in a different capacity from that of a board member, they must maintain the separation of their role as a trustee and as a volunteer.

## Staff

**Trustees must ensure there is a clear understanding** of the scope of authority delegated to the CEO and ensure that this is respected.

**Policies and strategies agreed by trustees** should be expressed in unambiguous and practical terms so that the CEO and staff responsible for implementing those policies are clear about what they need to do. Directions given to the CEO and staff should come from, or on behalf of, the Board as a whole.

**Trustees should appoint the CEO and act fairly** and in accordance with good employment and equal opportunities principles when making decisions affecting the appointment, recruitment, professional development, appraisal, remuneration and discipline of the CEO and other staff. There is a detailed delegation authority between the Board and the CEO and the Chair will act as the CEO's Line Manager.

**Trustees must** ensure that they support the Board, the Chair, the CEO and their senior team to work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship.

**Having given the CEO delegated authority**, trustees should be careful – individually and collectively – not to undermine it by word or action.

## Declaration

### Leaving the Board

**If I wish to resign** from the Board I will inform the chair in advance in writing, stating my reasons for resigning and I will participate in an exit interview.

**I understand that substantial breach of any part of this code** may result in my removal from the trustee Board.

Should procedures be put in motion that may result in my being asked to resign from the Board, I will be given the opportunity to be heard. In the event that I am asked to resign from the Board, I will accept the majority decision of the Board and resign at the earliest opportunity.

**I will act within the terms of the governing documents of WTSWW and abide by the policies and procedures of the organisation.**

**As a WTSWW trustee I agree to honour the content and spirit of this code:**

Signed.....

Name.....

Date.....

Approved by Board of Trustees: 11 July 2022  
For review: July 2023