

CODE OF CONDUCT FOR MEMBERS OF THE MANAGEMENT BOARD AND THE MANAGEMENT COMMITTEES

Introduction

This code of conduct applies to all members of the management board and committees (both elected and non-elected) of the Royal Scottish Country Dance Society (hereinafter referred to as The Society) and should be read in conjunction with the Constitution of the Society

The purpose of this code of conduct is to set out appropriate standards of conduct and good practice in order to maintain the highest standards of integrity and stewardship; to ensure the Society is effective, open and accountable; and to ensure a good working relationship with the Executive Officer and her staff team.

Board members are also Trustees of the Society and, as such, carry additional legal duties and responsibilities, which are highlighted in italics when required. The most important legal duties and responsibilities are summarised in *Duties of Charity Trustees* (Lindsays, 2014) which is included in the pack and *Guidance for Charity Trustees* (OSCR), which can be found on www.oscr.org.uk.

Selflessness

Board and Committee members have a general duty to act in the best interests of the Society as a whole. They should not do so in order to gain financial or other material benefits for themselves, their family, their friends or any organisation they come from or represent.

Integrity

Board and Committee members:

- 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;
- as well as avoiding actual impropriety, should avoid any appearance of improper behaviour;
- should avoid accepting any gifts and hospitality as might be thought to influence their judgement.

Objectivity

Trustees

In carrying out their role, including making appointments (including trustee appointments), awarding contracts, recommending individuals for rewards and benefits or transacting other business, Trustees should ensure that decisions are made solely on merit.

Board and Committee members

In their decision-making, Board and Committee members should ensure decisions are made solely on merit, in the best interests of the Society and its members, and in line with the aims and objectives of the Society.

Accountability

Board and Committee members:

- have a duty to comply with the law on all occasions in accordance with the trust placed in them, such as to preserve public confidence in the Society;
- are accountable for their decisions and actions to members, service users and the public, and must submit themselves to scrutiny as appropriate to their role.

Confidentiality and Openness

Board and Committee members:

- should ensure that confidential material, including material about individuals, is handled with due care;
- should be as transparent as possible in their decisions and actions, and should be prepared to give reasons for decisions, restricting information only when the best interests of the Society so demands

Honesty and Good Faith

Board and Committee members:

- have a duty to declare any interests relating to their role and to take steps to resolve any potential conflict arising. Where private interests may conflict with Board/Committee duties/responsibilities, this must be resolved in the best interests of the Society;
- must make relevant declarations of interest in the different circumstances and roles they play both within and outside the Society.

Leadership

Board and Committee members:

- should promote and support the principles of leadership by example;
- must ensure they have a clear understanding of the role and scope of authority delegated to the Executive Officer and, for circumstances in which Board/Committee members may be working directly with Society staff, involve the Executive Officer in the first instance in arrangements and conduct working relations with courtesy and respect;
- should conduct themselves in a manner which does not damage or undermine the reputation of the Society, or its staff individually or collectively and should refrain from participating in any activity which is in conflict with the objects or which might damage the reputation of the Society

Skill, Care and Diligence

Trustees:

- are expected to attend meetings and read any papers circulated in advance of meetings so that they can engage fully with issues to be discussed at the meeting and make a meaningful contribution;
- are expected to conduct the affairs of the Society and to administer the assets of the Society with all due care and skill and to take professional advice where appropriate;
- are expected to make decisions collectively and observe corporate responsibility
- are expected to act fairly and in accordance with good employment and equal opportunities principles in making decisions affecting the appointment, professional development, remuneration and discipline of the Executive Officer and other staff.

CONFLICT OF INTEREST

Any Board/Committee member:

- with a financial interest in a matter arising, should declare the nature of this interest as soon as possible and expect to withdraw from the meeting whilst the matter is under discussion and/or a decision has been reached, unless the Board/meeting chairman has granted a dispensation to remain;
- with a personal interest in a matter arising, which creates a real danger of bias (that is affects her/him or a member of her/his household more than the generality affected by the decision) should declare the nature of this interest and expect to withdraw from the meeting whilst the matter is under discussion and/or a decision has been reached, unless the Board/meeting chairman has granted a dispensation to remain;
- with any other interest, which creates no real danger of bias but might reasonably cause others to think it could influence their decision, should declare the nature of the interest but expect to remain in the meeting, participate in the discussion and vote, unless the Board/meeting chairman has clear and transparent reasons for requesting withdrawal from the meeting whilst the matter is under discussion and/or a decision has been reached;
- should expect that business interests will be noted on the Register of Interests where a conflict of interest might reasonably be expected to arise in relation to decisions being made;
- should consult with the Board/relevant Committee Convenor in the first instance if in any doubt about the application of these rules: in any difference of opinion the decision of the Board Chairman will be final.