

Directors' Code of Conduct & Directors' Duties Guidelines

Directors are trustees or minders of the Charity's assets and their duties reflect that responsible position. These duties relate mainly to assets, property, statutory obligations, common law duties and the organisation's expectations of Directors. Directors are expected to champion, safeguard and enhance the reputation of the Charity by promoting the work and brand of the Charity.

Governance

- Directors must have a good understanding of the aims and objects of the Charity and act in accordance with the Memorandum and Articles of the Charity at all times.
- Directors must act and make decisions in the best interests of the Charity, and its present and future beneficiaries and act to promote the Charity at all times.
- Where assistance and advice is required for the Directors, to make the most appropriate decision, affecting the Charity, that assistance/advice should be sought from an appropriate source and considered carefully, (see document on obtaining external professional advice).
- Directors must play an active role in Board and sub-committee meetings, having spent due time reading and digesting board papers, in preparation for the meeting. A resolution of the Directors may vacate the office of a Director, where that Director has been absent for four successive Board meetings without permission from the Chair.
- Directors are accountable to a range of interested parties, for their actions and as such decision-making and governance issues should be as transparent as possible, except for when confidentiality is required.

Finance

- Directors must not receive any financial or non-financial benefit from the Charity or Third Parties connected with the Charity, that is not explicitly authorised by the Chair and Memorandum and Articles of Association.

General

- Directors should exercise independent judgement and do their best to avoid conflicts of interest, and where they do find themselves conflicted, should declare that fact and should act in accordance with the conflict of interest policy.
- Any information of a confidential nature must remain so, outside the confines of the Directors' meeting.

Director Liability

Directors may be jointly or severally responsible for any consequences arising out of a breach of legal obligations or of their decisions. Therefore actions and decisions should be taken together, as a team. Directors should satisfy themselves that they are acting conscientiously and honestly, for the best interests of the Charity.

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