

# **TRUSTEE CODE OF CONDUCT**

**Adopted by the Trustee Board | August 2024**

## Foreword to Trustee Code of Conduct, and signing page

The Trustee Code of Conduct regulates the way all Trustee Directors should behave. Although it contains much detail, there are certain actions which, if established, are likely to lead to the Board as a whole taking action against a Trustee, **including their removal as a Director**.

Such actions constitute breaches of trust, and include:

- (i) Releasing Board material without authority, whether or not it is marked as 'confidential'.
- (ii) Dishonesty, theft.
- (iii) Receiving benefits of any kind from any competitor of LUSU (including its commercial activities) without formally declaring them at a Board or Committee Meeting.
- (iv) Breaches of Charity Law.
- (v) Misrepresenting a decision of the Board to the Members, the University or the media.

I acknowledge receipt of a copy of the LUSU Trustee Code of Conduct, which I have read carefully. I agree to conduct myself in accordance with its provisions, and specifically acknowledge the implications of the foregoing paragraph.

Signed:

Name:

Date:

## **Purpose & Introduction**

We have agreed to introduce this Code because we each as individuals understand that for the Trustee Board to operate effectively – which is in the interests of the members we are seeking to serve – we need to be able to rely on each other.

There are underlying principles to the relationship we need to have with each other and the Board, and these are honesty, confidentiality, diligence and respectfulness. This Code takes those principles and seeks to apply them in a more specific way to the work we do at Lancaster.

Each of us therefore agrees to sign in acceptance of the Code at the start of each academic year whilst we serve as a Trustee Director of the Union. Although it is not legally enforceable, the Code may be used by the Board as a whole to judge the continuing suitability of individuals to remain a member of the Board.

### **As a Trustee of Lancaster University Students' Union, I agree that:**

#### **1. LAW, GOVERNING DOCUMENTS AND STANDARDS**

- 1.1 I will always try to conduct myself in a responsible and professional manner, and in accordance with the law. In this role this particularly means charity law, company law, the Education Act 1994 and other directly relevant legislation and regulations, and specifically Charity Commission best practice. I recognise this duty applies at all times both within and outside my working hours whilst I remain a Trustee Director
- 1.2 I will familiarise myself with and follow the governing documents of the Union including the Articles of Association and Bye-Laws. The Trustee Handbook outlines the duties, operations and delegations of the Board.
- 1.3 I will support the Union in its commitment to upholding and promoting the highest standards of behaviour and integrity.
- 1.4 I will inform the Chair as soon as possible about anything which could bring into question my suitability to be a Trustee, or bring the Union into disrepute.
- 1.5 The Trustees are expected to work together in the best interests of the Union under the principle of collective responsibility, and I agree to uphold this principle in all my work for the Union and in the way I conduct myself.

#### **2. OBJECTIVES, VISION, VALUES AND POLICIES**

- 2.1 I will promote the objectives and values of the Union.
- 2.2 I will try to demonstrate appropriate examples of leadership and ensure that the Union complies with the law and best practice.
- 2.3 I will not act in a way that is in conflict with the Union's policies and procedures.
- 2.4 I will work to ensure that policies agreed by the Trustee Board are implemented effectively.

#### **3. RESPONSIBILITIES AND RELATIONS WITH OTHERS**

- 3.1 I share a collective and individual responsibility to the rest of the Trustees and to the Union.
- 3.2 I will strive to establish respectful, courteous and supportive relationships with everyone with whom I have reason to deal in undertaking my duties.
- 3.3 I will complete all mandatory training within the induction programme approved by the Board.
- 3.4 I will notify the CEO or Chair of the Governance Sub-Committee if there is any further or additional training that I need to help me undertake my duties.

- 3.5 I will support the effective handover of duties to incoming Trustees to help them receive adequate training.
- 3.6 I will positively engage in activities to improve Trustee Board effectiveness including reflecting on my own effectiveness as a Trustee Director.

#### **4. COMMITTEES AND MEETINGS**

- 4.1 I will strive to attend all Trustee Board and sub-committee meetings of which I am a member.
- 4.2 I will submit my apologies in advance if I am unable to attend any meeting. I understand that if I fail to attend three meetings, without submitting apologies, I may be subject to action by the Board.
- 4.3 I will try to ensure that I have prepared fully before any meetings including dealing with any action points I have agreed to take on.
- 4.4 I will recognise the authority of the Chairs of the Board and sub committees and respect their role as a leader in that context.
- 4.5 I will positively engage in debate and voting at meetings in accordance with the applicable procedure.
- 4.6 I will maintain a respectful attitude toward the opinions of others whilst ensuring I make my voice heard.
- 4.7 I will, whilst recognising that a range of opinions may exist on any particular issue, work to try to find a consensus if possible, to avoid polarisation within the Board.
- 4.8 I will accept the majority vote on an issue as decisive and final, and not act individually unless specifically authorised by the meeting to do so. I will, however, have the right to have my dissent recorded, and I will uphold the principle of collective decision making in these circumstances.
- 4.9 I will maintain confidentiality about what is discussed and what happens at the Board and committee meetings unless expressly authorised by the Board to do otherwise. This duty of confidentiality does not extend to information that the Board chooses to put into the public domain, such as through public statements, documents or minutes.

#### **5. STAFF**

- 5.1 I will ensure that I do not become involved in discussion on matters relating to staff performance, pay or conduct other than at Trustee Board or its sub-committees. The only exception to this is for the Chief Executive. The line management of the Chief Executive is conducted by the Chair and Vice Chair on behalf of the Board. The objective setting and performance review for the Chief Executive is conducted by a subgroup consisting of the Vice Chair, the Chair (and President-elect if relevant), in line with the Memorandum of Agreement on Staffing. The subgroup (acting by the Chair and the Vice Chair of the Trustee Board) may involve other Trustees with the prior agreement of the Chief Executive.
- 5.2 I acknowledge that the sections of minutes of any meetings relating to discussion of staff matters will remain confidential, and the relevant sections of these minutes will not be published. I will uphold the confidentiality of these matters and will not make any unauthorised disclosure of them.
- 5.3 I will do my best to ensure that there is no reference to staff members through any form of campus media (including social media forums), elections or referenda except where sign-posting services provided by the Union.

- 5.4 I acknowledge that the CEO will normally be in attendance at all meetings of the Board, its sub-committees and the Executive Committee. However, the Trustees reserve the right to meet without the CEO.
- 5.5 I acknowledge that courtesy between Trustees, Officers and staff is expected at all times, and I will seek to establish respectful, courteous and supportive relationships with everyone with whom I come into contact as part of my role.
- 5.6 I will always take an active role in motivating staff members and will never act in a way to discourage individuals from becoming involved in the Union.
- 5.7 I will observe the line management reporting structure of the staff of the Union. I understand that the Trustee Board delegates the day-to-day management of the Union to the CEO, and that they are the senior staff member responsible for the Union's employees.
- 5.8 I recognise that the CEO has responsibility to the Board for delivery of the work of the Union, and that this will involve planning the workload and priorities of individual members of staff. Should I need to use the working time of staff members for new or additional tasks, or to reprioritize work within an area for which I have responsibility, I will pursue the issue via the CEO rather than directly with an individual member of staff.
- 5.9 If I am dissatisfied with the response of the CEO to a request I have made, I will raise the matter with the Board Chair or Vice Chair as the CEO's line managers.

## **6. EVENTS**

- 6.1 I will do my best to behave in a professional manner at all events, including social occasions, conferences, seminars and meetings, and promote the interests and policies of the Union.
- 6.2 I will be mindful that at any event I attend (in my capacity as a Trustee) I will be representing the Union, and I will act in a way that does not bring the Union or Trustee Board into disrepute.

## **7. PROTECTING THE REPUTATION OF THE UNION**

- 7.1 I will seek to reflect the professional image of the Union at all times, by acting in a professional and diligent manner and always being polite and courteous. I will take responsibility for my actions and behave in a manner that does not damage the reputation of the Union.
- 7.2 When I am speaking as a Trustee, including to the media or in a public forum, my comments will be considered and will support decisions taken by the Trustee Board, even when these do not agree with my personal views.

## **8. FINANCIAL RESPONSIBILITIES**

- 8.1 I will demonstrate high levels of financial responsibility and integrity, in accordance with the practices outlined by the Charity Commission and in line with the rules of the Union.
- 8.2 Unless specifically and lawfully authorised to do so (for example, under the Education Act 1994), I will not personally gain materially or financially from my role as a Trustee, nor will I permit others to do so as a result of my actions or negligence.
- 8.3 I will document reasonably incurred expenses and seek reimbursement in accordance with the Union's rules.

## **9. CONFLICTS OF INTEREST**

- 9.1 I will always strive to act in the best interests of the Union and its present and future members.
- 9.2 Unless lawfully authorised to do so, I will not put myself in a position where my personal interests conflict with my duty to act in the interests of the Union.

- 9.3 I will declare any conflict of interest (or anything that might be viewed by others as a conflict of interest) to the Board as soon as it arises. Any conflict will be recorded on the Register of Interests.
- 9.4 I will seek appropriate advice from the Chair of the Governance Sub Committee in the first instance in relation to any matters where a potential a conflict of interest may arise, and where I may not have the experience or knowledge to ensure it is handled appropriately. I will take this action at the earliest reasonable opportunity to ensure that I am acting in the best interests of the Union.
- 9.5 I will accept the judgement of the Board and act as it decides regarding potential conflicts of interest.

**As a Trustee of Lancaster University Students' Union, I acknowledge and agree to try to follow the Seven Principles of Public Life:**

**Selflessness** | Trustees should act solely in the best interests of the Union and its present and future beneficiaries, that is the membership. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends.

**Integrity** | Trustees 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 official duties. They must declare and resolve any actual or potential conflicts of interests.

**Objectivity** | Trustees must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

**Accountability** | The Union and its Trustees are accountable for their decisions and actions which therefore must be able to stand the test of scrutiny by our beneficiaries (that is the membership), and wider stakeholders

**Openness** | The Union seeks to maintain a culture of openness throughout the organisation. The Trustees should be as open as possible about all the decisions and actions they take. Whilst respecting confidentiality, they should as far as appropriate give reasons for their decisions in order to promote confidence.

**Honesty** | Trustees should be truthful and seek to uphold the principle of honesty in all their dealings.

**Leadership** | Trustees should exhibit these core principles in their own behaviour. They should actively promote and robustly support these principles and be willing to challenge inappropriate behaviour wherever it occurs.