



DIRECTORS CODE of CONDUCT POLICY

1. Conduct (legal)

Directors should:

- 1.1 Be active – you cannot be a dormant or ‘sleeping’ member, you are still liable for the decisions the others make in your absence.
- 1.2 Act jointly – an individual has no powers on their own, unless they have been specifically given them by the Trust (minuted at a proper meeting).
- 1.3 Act constitutionally (and within the law) – make sure that you act within the powers and objects (remit) set out in the Memorandum & Articles of association (Mem & Arts). Including following the Mem & Arts on how meetings are run and how the Board is recruited.
- 1.4 Act in the interests of the beneficiaries (Residents of Fintry) – put yourself in the beneficiaries’ position and make decisions that are best for them.
- 1.5 Act reasonably and honestly – remembering to minute discussions and debates so that your reasonableness can be demonstrated.
- 1.6 Have a duty of care – act prudently and reasonably.
- 1.7 Not delegate control – everything can be delegated except the power of delegation. The Directors remain responsible and accountable.
- 1.8 Not benefit personally – unless allowed specifically in the Mem & Arts or by law.
- 1.9 Avoid conflict of interest – manage actual conflicts of interest through a written process/policy and elsewhere avoid the appearance of conflicts of interest.

2. Conduct (practical)

Directors should:

- 2.1 Strive to attend all meetings, sending apologies to the Company secretary or Manager for necessary absences.
- 2.2 Make use of written reports rather than verbal reports to allow an efficient use of the meeting’s time and allow other Director’s time for consideration of the report.
- 2.3 Send any reports for the next meeting to the Secretary in good time prior to the meeting to allow time for circulation and preparation.
- 2.4 Prepare for the meeting by reading the agenda, papers and e-mails before the meeting.
- 2.5 Talk to the Chair before the meeting if you need to clarify anything.
- 2.6 Arrive on time. Stay to the end.
- 2.7 Participate fully in the meeting.
- 2.8 Listen to what others have to say and keep an open mind.
- 2.9 Contribute positively to the discussions.
- 2.10 Try to be concise and avoid soliloquies/speeches.
- 2.11 Help others concentrate on the meeting. Discourage side conversations.
- 2.12 Have the best interests of the organisation/beneficiaries in mind at all times.
- 2.13 Draw attention to any potential conflicts of interest that may arise in the meeting
- 2.14 Fulfil any responsibilities assigned to you at the meeting and be prepared to report back on your progress at the next meeting.
- 2.15 Ensure clear management roles and observe good employment practices.

Policy update record

DATE OF CHANGE	CHANGED BY	COMMENTS
30.09.2020	The Board	Initial agreement of policy implementation