

Trustee and Governor Code of Conduct

| Trustees and Governor Induction Policy | |
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General principles

All trustees of Talbot House Trust have legal obligations as a trustee under charity law, under company law as a director and in accordance with all applicable legislation, rules, regulations and the Charity's own governing document, its Articles of Association, and its rules, procedures and policies.

Charitable objects for the public benefit

Every Trustee has a duty to deliver the charitable objects for the public benefit and to act in the best interest of the Charity.

Governance framework and guidance

Trustees are recommended to be familiar with the following:

- the Articles of Association of the Charity;
- the Charity's policies and procedures, in particular those applicable to Trustees;
- the Charity Commission's guidance on the role and obligations of Trustees;
- the NCVO Good Governance Code for Charities.
- the Nolan principles of public life of which trustees should be mindful in conducting their Trustee role and Charity business. To remind Trustees these principles are:
 - selflessness
 - integrity
 - objectivity
 - accountability
 - openness
 - honesty
 - leadership.
- The company law duties which directors have under the Companies Act 2006 are to:
 - avoid conflicts of interest;
 - not accept benefit from third parties;
 - declare interest in proposed transactions or arrangements with the charity;
 - act within powers;
 - promote the success of the Charity to achieve its purposes;
 - exercise independent judgment;
 - exercise reasonable care, skill and diligence.

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Trustee's obligations

Each Trustee must:

- act within the governing document of the Charity and the Charity's related policies and procedures;
- support the charitable objects of the Charity;
- be responsible for protecting the Charity's assets
- be an active Trustee, use any skills, experience and knowledge to assist the Charity in any role as a Trustee;
- aim to be accountable and transparent;
- seek to understand the Charity and keep up to date with its development;
- submit to board or Trustee appraisals, as applicable;
- comply with all applicable legislation and regulations;
- not seek to gain materially or financially or otherwise from any involvement with the Charity, unless specifically authorised to do so;
- act in the best interests of the Charity;
- prepare fully for all meetings;
- participate actively in board meetings and uphold the Charity's clear decision making process;
- participate in collective decision making, accept a majority decision of the board and will not act individually unless specifically authorised to do so;
- not bring the Charity into disrepute;
- not, unless authorised by prior notice in writing from the Charity, put him/herself in a position of conflict of interest or loyalty with the Charity;
- endeavor to work considerately and respectfully with all those he/she comes into contact with at the Charity, including Trustees, staff, volunteers, beneficiaries, stakeholders;
- provide support and critical challenge to the other Trustees, the Chair and Senior Staff;
- keep the business of the Charity confidential and not discuss this other than as authorised.

Breach of Code

Each Trustee understands that any substantial breach of any part of this Code, or of any other governance document or policy or procedure of the Charity, may result in procedures being put in motion [in accordance with the Charity's policy of appointment and termination of Trustees] that may result in him/her being asked to resign from the Trustee board.

Should this happen [in accordance with the policy] the Trustee will be given the opportunity to be heard at a meeting of the Trustees. In the event that he/she is asked to resign as a Trustee of the Charity, he/she will accept the majority decision of the board in this matter and resign at the earliest opportunity.

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Retirement of Trustee

If a Trustee wishes to retire from being a Trustee of the Charity at any time, in accordance with the Articles of Association, he/she will resign in writing by notice to the [Chair/Secretary/Trustees/Charity], stating his/her reasons for leaving. In accordance with the Articles he/she will ensure that he/she also resigns as a member of the Charity at the same time.

Purpose of the Code

The Code aims to define the standards expected of the Charity's Trustees in order to ensure that:

- the Charity is effective, open and accountable;
- the highest standard of integrity and stewardship are achieved;
- the working relationship with any staff and advisers is productive and supportive.