



Board Code of Conduct

Aims and Objectives

1. Deliver our mission to persons who are in need and homeless or under threat of homelessness and promote their rehabilitation with a view to them taking their full place in society and living independently.
2. Achieve this through by:
 - a) Fostering a positive culture and a clear vision and ethos.
 - b) Developing and implementing a deliverable strategy and;
 - c) Holding the CEO and his or her team to account for delivery of the annual operational, budget and risk management plans.
3. Ensure that delivery of these and management of projects remain the remit of the CEO, not the Board.
4. Ensure that the Memorandum and Articles and any guidance issued by the Board or its committees are complied with.
5. Ensure that legislative and regulatory requirements are complied with.

Structure and Committees

6. Create such committees as are necessary to carry out the work of the Board and issue these with Terms of Reference and written delegations.
7. Identify those powers that are reserved to the Board only, which should include approval of strategy and the annual operational plan, budget and risk management plan.
8. Carry out an annual skills audit to identify the specialist board level skills required.
9. Appoint lead trustees for specific key issues – eg whistleblowing, safeguarding, H&SW.

Meetings

10. Attend a minimum of 75% of meetings, except in exceptional circumstances.
11. Read papers ahead of meetings.
12. Raise Any Other Business with the CEO or Chair ahead of meetings, or at the beginning of a meeting, excepting items that come up during a meeting.
13. Declare any conflict of interest at the beginning of a meeting.
14. Attend other events and activities, particularly in supporting the CEO in fundraising.

Policies and Procedures

15. Adopt and comply with the [Charity Governance Code](#).
16. Ensure that comprehensive, effective procedures exist and are applied to induct, develop and appraise trustees (directors), including the chair.



17. Create, maintain and apply consistently governance policies, particularly relating to conflicts of interest and conduct.

Trustees

18. Create role definitions and person specifications for trustees and key appointments, such as the Chairman.

19. Actively seek to recruit people from under-represented groups.

20. Recruit to meet the above objectives, using open recruitment, as the first and not the last resort.

21. Ensure that appropriate checks are carried out of new trustees (eg disqualified director, bankrupt, age and DBS) and each is provided with an appropriate induction programme.

22. Ensure that no paid staff member sits as a member of the Board or its committees.

23. Ensure that board decisions reflect the wishes and needs of stakeholders.

24. Ensure trustees act solely in the interests of the Board and in no way represent their own interests or those of other organisations.

25. Ensure that formal Board appraisal and development is reviewed each year, as part of an annual self-assessment, with an external governance review every 3 years.

26. Ensure that trustees are offered the opportunity and encouraged to undertake trustee skills development.

27. Debate is welcome and not every trustee will agree with every decision made. However, decisions are taken collectively by the Board and will be supported by all trustees.

28. Actively challenge itself, the CEO and his or her team, and staff positively and always with respect.

29. Be tolerant of diverse points of view:

- Avoid giving offence – being ready to apologise.
- Avoid taking offence – remain open to discussion.

30. Be sensitive to peoples' need for support when challenging or being challenged.

31. Consider setting terms of office to ensure that there is an appropriate turnover of trustees to bring in new ideas and perspectives.

The CEO and Senior Team

32. Support, develop, positively challenge and annually appraise the CEO against the operational plan and budget using SMART targets.

33. Issue the CEO with appropriate written delegations and then allow him or her the freedom to discharge his or her responsibilities within these limits and to agreed measurable targets.

34. Invite the CEO and, where appropriate, members of the senior team to attend board and committee meetings.



Useful Links:

[Charity Governance Code](#)

[CC: 3a Essential trustee](#)

[CSL: Board leadership guide](#)

[NPC: trustees & senior management](#)

[AoC: Guide for chairs](#)

[AoC: Managing difficult board dynamics](#)

[GS: Chair/CEO relationship](#)

[CC: Trustee decision making](#)

[CCW: Charity decision making](#)

[NPC: Views and needs of beneficiaries](#)

[Reach: Trustee role descriptions](#)

[Trustee law & regulation](#)

[CC: 15 questions - finance, governance & resilience](#)

[HTF: Treasurer's handbook 2017](#)

[CFG: Essential trustee finance](#)

[Acevo: Financial governance](#)