

## Code of Conduct

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The Guidelines International Network (G-I-N) Board of Trustees is, by definition, an international Board, made up of individual, elected volunteers from different organisational, language, country, cultural backgrounds and expectations.

The purpose of this code of conduct is to provide trustees with clear direction for their role and scope of obligations connected with being a Trustee, including standards of behaviour, responsibilities and expectations in fulfilling their obligations to the charity and each other, in order to support working together as a Board. The code is based on and should be read in conjunction with the [Guidance and Good Practice for Charity Trustees](#), published by the Office of the Scottish Charity Regulator (OSCR).

Prior to becoming a Trustee, individuals are required to complete a declaration of interests and to confirm that they will act in accordance with the G-I-N Code of Conduct.

G-I-N is both a Company limited by guarantee and a Scottish Charity and as such is subject to certain legislation, with which the Trustees must be familiar.

Trustees of the charity are subject to the same statutory duties as directors of private sector companies. Under the [Companies Act 2006](#), directors have a duty to:

- Act within powers of the Memorandum and Articles of Association and the law
- Promote the success of the organisation to achieve its purposes
- Exercise independent judgement
- Exercise reasonable care, skill and diligence
- Avoid conflicts of interest\*
- Not accept benefits from third parties\*
- Declare interest in proposed transactions or arrangements with the organisation

\* these statutory duties continue after ceasing a Directorship

To ensure that the Board functions effectively, Trustees must have a good understanding of, and be sympathetic to the aims, objectives and principles of G-I-N. The Trustees are a team and are collectively responsible for setting the strategic

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direction of the organisation, so must actively review these aims and objectives on an ongoing basis to ensure they are current and appropriate.

- A basic duty of a Trustee is to act and make decisions in the best interests of the charity, present and future members.
- Trustees should always act to ensure that G-I-N is solvent, and to protect the assets of the network. This includes agreeing budgets and monitoring financial performance. All financial procedures and delegations will be formally recorded.
- Trustees are responsible for ensuring that G-I-N is managed properly, responsibly and lawfully and have a legal obligation to apply a duty of care to employees, contractors and volunteers.
- Trustees are collectively liable for their decisions, therefore decisions should be taken together and communicated to staff, members and the public in a unified manner. It is the role of the Chair (including sub-committee chairs) to ensure that differences of opinion are listened to and debated and that where consensus cannot be reached, a majority decision is implemented. A Trustee, who is absent when a decision is made, must act in accordance with the board decision.
- Trustees are accountable to the members for their actions and, as such, decision-making and governance issues should be as transparent as possible, observing where confidentiality is required.

All competing or conflicting interests must be declared in advance, and a procedure for managing the conflicts must be adhered to in all circumstances. This includes not only personal interests, but also those of connected people, eg family, employer etc. This is documented in the [G-I-N Policy for Disclosure of Interests and Management of Conflicts](#)

Trustees should be prepared to spend an appropriate amount of time reading papers and preparing for Board meetings. A minimum attendance of 75% is required of trustees to ensure that best practice in governance is reached and maintained. When unable to attend, Trustees are expected to provide input and comments on papers in advance.

## Principles

Shared values and guiding principles set the culture for an organisation, so play an extremely important role in setting the tone and protecting G-I-N's reputation. Having Trustees, who portray a united front outside of the Board room is very powerful. Leaders, who do not support and act according to the organisation's principles can be detrimental to both the working of the organisation and its reputation. The principles that guide us within the G-I-N Board, along with examples, are:

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## 1. Integrity

- Acting professionally
- Maintaining a high standard of business ethics
- Abiding by board decisions
- When acting for G-I-N, ensuring that the interests of the charity are put above your own. Where this is not possible, you must declare this and recuse yourself from the discussion/decision
- Observing confidentiality, including personal business information shared within the confines of a board meeting
- Trusting and being trustworthy

## 2. Transparency

- Ensuring that interests are declared to avoid possible conflicts
- Observing duty to highlight known conflicts, when they pertain to others

## 3. Mutual respect

- Giving colleagues the opportunity to express themselves and present their views
- Taking other's views into consideration
- Treating colleagues as you wish to be treated personally
- Respecting time constraints of others and being timely with commitments, eg providing/reviewing papers within an agreed timescale
- Promoting an open, positive working environment
- Recognising that not every Trustee is an expert in every area and providing mutual support
- Ensuring that there is no tolerance for any incidence of bullying, harassment or intimidation

### Breach of Code

In instances where it is considered that a Trustee is in breach of the code of conduct, the Chair will arrange an informal discussion with the Trustee to fully establish the circumstances and their perspective, as well as ensuring that they are aware of the impact of their actions.

Where an informal discussion does not resolve the situation and behaviours continue to be detrimental to the functioning of the Board/the organisation, the next step would be a formal discussion, involving another Trustee or a third party, such as a mediator or the company secretary.

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In instances where the breach is so significant that it puts either the work of the organisation or its reputation at risk, the Trustee may be removed from the board or asked to resign.

A serious breach may be ongoing poor behaviour, a breach of confidentiality or a serious conflict of interest, where, after investigation, it is clear that a Trustee is not acting in the best interest of the network and/or has brought G-I-N into disrepute

## References

1. <https://www.oscr.org.uk/guidance-and-forms/guidance-and-good-practice-for-charity-trustees> updated 15 December 2017
2. Codes of Conduct for Trustees – Charity Trustee Networks  
[www.trusteenet.org.uk](http://www.trusteenet.org.uk)
3. [Companies Act 2006](#)
4. [Charities and Trustee investment \(Scotland\) Act 2005](#)
5. [ICSA](#)
6. [G-I-N Policy: Declaration and Management of Conflicts of interest \(2017\)](#)
7. [G-I-N Policy: Anti Bribery \(2018\)](#)

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