

# Trustees Duties, Responsibilities, Code of Conduct and Agreement



Name:			
Address:			
		Post Code:	
Email:		Telephone:	

This document is issued by **The Quay Theatre at Sudbury Ltd**, hereinafter called the Organisation.

The above names applies for appointment to the Board of the Organisation.

## Introduction

Board Members of the Organisation are both Directors and Trustees of the incorporated Company under charity law and will be registered as such.

'Trustee' is used in this document to describe the role.

## Trustee Duties

- To ensure that the Organisation complies with its governing documents including its Memorandum and Articles of Association and Constitution and with charity law and other relevant legislation or regulations
- To ensure that the Organisation pursues its charitable objects as defined in the governing documents.
- To ensure that the Organisation applies its resources exclusively in pursuance of its charitable objects.
- To contribute actively to the Board in giving opinions, strategic direction to the Organisation, setting overall policies, defining goals, setting targets and evaluating performance against agreed targets.
- To safeguard the good name and values of the Organisation
- To ensure the effective and efficient administration of the Organisation
- To ensure the financial stability of the Organisation
- To protect and manage the property of the Organisation and to ensure the proper investment of the charity's funds
- To assist in the appoint of and to support the Organisation's staff.

## Trustee Responsibilities

- Each Trustee should use any specific knowledge or experience they have to help the Board reach sound decisions. This will involve scrutinising Board papers, leading discussions, focusing on key issues and providing advice and guidance requested by the Board on new initiatives, or other issues relevant to the area of the charity's work in which the Trustee has special expertise.

- Where the need for sub committees or working parties is required, each Trustee is expected to commit themselves to serving on at least one of the these and/or to take on an appropriate 'Portfolio' (area of interest or expertise), in addition to membership of the Board
- Each Trustee is expected to promote the Organisation's values, objectives and initiatives at all appropriate opportunities.
- Each Trustee shall be able to devote such time and attention as is required to fulfil their role, particularly in attending monthly Board Meetings.

## Code of Conduct

### • Selflessness

Trustees of the Organisation have a general duty to act in the best interests of the Organisation as a whole. They should not do so in order to gain financial or other material benefits for themselves, their family, their friends or any other organisation they come from or represent.

### • Integrity

A Trustee:

- ✓ 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 role
- ✓ As well as avoiding actual impropriety, should avoid any appearance of improper behaviour
- ✓ Should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement.

### • Objectivity

In carrying out their role, including appointing personnel (including approving the appointment of a Trustee), awarding contracts, recommending individuals for rewards and benefits or transacting other business, a Trustee should ensure that decisions are made solely on merit.

### • Accountability

A Trustee:

- ✓ Has a duty to comply with the law on all occasions in accordance with the trust placed in them and in such a way as to preserve public confidence in the Organisation
- ✓ Is accountable for their decisions and actions to the public as well as to funders and service users. They must submit themselves to whatever scrutiny is appropriate to their role.

### • Openness

A Trustee:

- ✓ Should ensure that confidential material, including material about individuals, is handled in accordance with data protection regulations

- ✓ Should be as open as possible about the decisions and action that they take. They should give reasons for their decisions and restrict information only when the wider interest clearly demands.

### • **Honesty and Conflict of interest**

A Trustee:

- ✓ Has a duty to declare any interests relating to their trustee role and to take steps to resolve any conflicts that may arise. Where private interests of a Trustee conflicts with their trustee duties, they must resolve this conflict in favour of the trustee role
- ✓ Must make relevant declarations of interest in the different circumstances and roles they play both within and outside the Organisation

### • **Leadership**

A Trustee:

- ✓ Should promote and support the principles of leadership by example
- ✓ Should provide the strategic vision, leaving the senior member of staff to deal with operational issues. There will be circumstances under which trustees will be working directly with the Organisation's staff and guidelines for such working relationships must be clear to both staff and trustees and, when any conflict may arise, the Chairperson of the Board should be informed immediately

## **Agreement**

Agreement between the Organisation and the Trustee

1. Should you be elected onto the Board, you will serve for at least three years, with a continuing option for re-election for a further three years at the discretion of the Board
2. Should you at any time wish to resign from the Board you should do so by writing to the Chairperson of the Board. Reasons should be given if they relate to the Organisation and its activities.
3. You have the right as a Trustee to:
  - Have equal status and voting rights with all the other trustees
  - Receive training which relates to any area of the Board's work.
4. Your individual responsibilities are to:
  - Attend Board meetings regularly (usually once a month in an evening). If you are unable to attend, you should give your apologies to the Chairperson
  - Understand and be fully committed to the aims and principles of the Organisation
  - Challenge all incidents that contravene the Organisation's equal opportunities policy
  - Take a share of the Board's work by offering to work on a sub-committee of the Board (if appropriate)
  - Support all decisions once they have been agreed by the Board
  - Respect the confidentiality of Board matters and discussions
5. Should you not attend 3 consecutive meetings of the Board without sufficient cause, at the discretion of the Board you may have your appointment as a Trustee terminated

6. The Organisation will provide opportunities for you to meet other trustees, members of staff and familiarise yourself with the Organisation, its policies, plans and financial status.
7. Your joint responsibilities with all the other trustees are to:
  - Accept legal responsibility for the trustees and staff of the Organisation
  - Act as employer for the staff of the Organisation
  - Decide overall policy for the Organisation's work within the guidelines laid down by the Board
  - Be satisfied that within the constraints of resources, the Organisation is meeting its aims
  - Take a long term view of how the work of the Organisation should develop
  - Assist in ensuring that funding for the Organisation is obtained where required
  - Ensure that all trustee responsibilities delegated to paid staff and individual trustees of the Organisation are carried out.

## Declaration

- I have read and understood the provisions of this document and the Trustee Agreement
- I have read, and agree to abide by the Trustee Code of Conduct
- I understand my duties and responsibilities as a Trustee
- I undertake to familiarise myself with the Organisation's policies, objectives, plans and financial position
- I shall declare all conflicts of interest as and when they arise. If at any time these conflicts hamper my ability to perform my roles as Trustee, I shall resign from the Board
- I shall keep all the proceedings at Board and sub-committee meetings confidential and shall not discuss any of the issues with the press or post anything on social media without clearance from the Chairperson
- I shall devote the necessary time and effort to my duties as a Trustee
- I accept the legal duties and responsibilities of trusteeship.

I further declare that:

- I am over age 18
- I am not an undischarged bankrupt
- I have not previously been removed from trusteeship of a charity by a Court or the Charity Commission
- I am not under disqualification under the Company Directors' Disqualification Act 1986
- I have not been convicted of an offence involving deception or dishonesty (unless the conviction is spent)
- I am, in the light of the above, not disqualified by the Charities Act 1993 section 72 from acting as a charity trustee

## Trustees – Application, Agreement & Declaration

---

- I undertake to fulfil my responsibilities and duties as a trustee of the Organisation in good faith and in accordance with the law and within the Organisation objectives/mission.
- I do not have any financial interests in conflict with those of the Organisation (either in person or through family or business connections) except those which I have formally notified in a conflict of interest statement.
- I will specifically notify any such interest at any meeting where trustees are required to make a decision which affects my personal interests, and I will absent myself entirely from any decision on the matter and not vote on it.

<b>Signed:</b>		<b>Date:</b>	
----------------	--	--------------	--