

January 2022

**LETCHWORTH GARDEN
CITY HERITAGE FOUNDATION
CODE OF CONDUCT FOR TRUSTEES**

CODE OF CONDUCT FOR TRUSTEES

As a Trustee of the Heritage Foundation, I agree to follow the principles as set out in this Code:

Our values & behaviours

1. I will always behave in a considerate, respectful, honest and courteous manner to Trustees, governors, staff and volunteers of the Heritage Foundation and also members of the local community whom I meet in my role as a Trustee.

Governing documents of the Heritage Foundation and the law

2. I will comply with the Rules and Regulations of the Heritage Foundation and any policies and procedures made by the Board of Trustees.
3. I will comply with the law in carrying out my duties as a charity trustee.

Furthering the charity objects of the Heritage Foundation

4. I will act solely in furtherance of the objects of the Heritage Foundation and as their guardian and ambassador. My role and my obligations as a Trustee of the Heritage Foundation takes precedent over my role as a Governor.
5. I will develop and maintain an up-to-date knowledge of the Heritage Foundation and how it works and also the views and needs of the local community of Letchworth Garden City which it serves.
6. I will act independently and solely in the best interests of the Heritage Foundation as a whole, and not as a representative of any group, institution or organisation with whom I may be connected, considering what is best for both the present and future local community of Letchworth Garden City which it serves.

Openness about personal interests

7. I will adhere to the conflicts of interest policy and declare any interest and changes to those interests, and that of any member of my family or connected person, in a proposed transaction or arrangement with the Heritage Foundation, or in one previously entered into by the Heritage Foundation, or in any circumstances where the personal, financial, professional or business interests of myself, my family or relationship with a connected person do or might conflict with the interests of the Heritage Foundation.
8. I will accept the determination of the Chair (unless conflicted) or the Board of Trustees that I have a conflict of interest on a matter to be considered by the Board of Trustees.
9. If the Chair or the Board of Trustees determines that I have a conflict of interest on a matter on the agenda for a Board meeting, I agree that the Company Secretary may withhold from me any information relating to that matter which is circulated to other Trustees.
10. I will update my entry in the register of interests when changes occur and when requested by the Company Secretary.

Personal gain

11. Neither I nor a member of my family will gain a financial or other material benefit as a result of my being a Trustee, unless appropriately authorised by the Board of Trustees in accordance with the Rules.

Confidentiality

12. I will comply with the provisions of the confidentiality agreement which I have signed with the Heritage Foundation.

Conduct and decision making at Board meetings of the Heritage Foundation

13. I will:
 - (a) strive to attend all Board meetings, giving apologies to the Chair/Company Secretary prior to the meeting if I cannot attend;
 - (b) study the agenda and other information sent to me in good time prior to the meeting;
 - (c) be prepared to debate, challenge constructively and vote on agenda items during the meeting;
 - (d) have a fair and open-minded view to discussions at meetings, showing respect for the view of others; I will focus my comments on, and take decisions having regard to, what is in the best interests of the Heritage Foundation and both the present and future local community of Letchworth Garden City. When making decisions, I will place the interests of the Heritage Foundation before any personal interests;
 - (e) respect the authority of the chair of the meeting.

Collective responsibility for Board decisions

14. I accept that a valid decision of the Board of Trustees is binding on the Heritage Foundation unless and until varied by a subsequent decision of the Board of Trustees.
15. I will uphold collective responsibility for all valid decisions of the Board of Trustees and will continue to support them. If I no longer feel I can support a decision, I shall resign from the Board of Trustees.
16. In such an event I will continue to respect the confidentiality of all information I obtained as a result of being a Trustee.

Improving governance

17. I will participate in induction, training and development activities for Trustees.
18. I will participate in any performance reviews of the Board collectively or Trustees individually in accordance with any programme approved by the Board of Trustees.
19. I will allow the senior management team to act in accordance with the terms of the authorities delegated to them by the Board of Trustees. I will always seek to work and behave constructively and positively with the Management Team recognizing a Trustee's role as a critical friend.

Protecting the Heritage Foundation's reputation

20. I will not make public statements about the Heritage Foundation (including on social media) unless first approved by the Company Secretary of the Heritage

Foundation who will liaise as appropriate internally or externally.

21. When speaking as a private citizen or as a Trustee, I will not say anything which would, to the best of my knowledge, be factually incorrect about the Heritage Foundation.
22. When speaking as a Trustee, my comments will reflect current strategy and policy of the Heritage Foundation even when these do not agree with my personal views.

Volunteer roles outside the Board

23. If I am also involved in other roles with the Heritage Foundation, I will be clear about the capacity in which I am acting at any time and maintain the separateness of my responsibilities as a Trustee.

Managing disputes, grievances and disciplinary matters relating to a potential breach of the Code of Conduct for Trustees

24. In instances where there is a dispute, grievance or a potential breach of the Trustee Code of Conduct the following process will be followed:
25. The complainant, whether a fellow Trustee, Governor or a member of the Foundation staff will raise the matter with the Chair of the Board and the Company Secretary setting out the specific circumstances, including providing any supporting evidence relevant to the concerns raised.
26. With the agreement of the complainant the Chair will speak to the Trustee concerned, sharing the concerns raised along with any evidence and inviting the Trustee to respond. This is an initial and informal first step investigation which seeks to identify a simple and immediate resolution to the problem or issue to the satisfaction of all parties. The Chair will routinely be accompanied in carrying out this informal investigation by the Company Secretary and may also at their discretion involve the Vice-chair in this process.
27. In instances where a simple and immediate resolution cannot be agreed upon, the Chair will report the matter to the Board of Trustees to determine whether a formal investigation should be undertaken. The Board must agree by a simple majority to undertake such an investigation. If the Board do not agree to undertake an investigation the parties concerned will be notified of that decision.
28. Where an investigation is agreed upon then the following process will be followed:
29. The Trustees will appoint an Investigation Panel made up of at least two Trustees who will undertake the investigation. The Company Secretary will provide appropriate support and advice but will not be party to any recommendation or decision.
30. The purpose of the investigation is to establish a fair and balanced view of the facts relating to the issues and allegations, before deciding whether to proceed to disciplinary action. The amount of investigation required will depend on the nature of the allegations and will vary from case to case. It may involve interviewing and taking statements from the complainant and any witnesses, and/or reviewing relevant documents. Investigative interviews are solely for the purpose of fact finding. The Trustee being investigated, and any witnesses, are expected to cooperate fully and promptly in any investigation. Copies of

investigation interview records will be given to the Trustee being investigated. The investigation is confidential to the people involved. The Trustee being investigated and witnesses, must not discuss the issues with other colleagues or with each other. Following a full and thorough investigation, the Chair of the Investigation Panel will complete a written report, presenting the facts clearly and objectively. The report to the Board will recommend what further action if any is needed and by when and who, including any appropriate remedial action. This report will be shared with both the complainant and the Trustee concerned 14 days before the Board meeting and they will be invited to submit or append any comments on the findings and recommendations.

31. This report will be presented by the Chair of the Investigation Panel in a confidential setting to the Board of Trustees at the next available meeting. The Board must agree by a simple majority vote to any further action including any remedial action. This will be minuted confidentially. If the report includes a recommendation to propose a resolution to remove a Trustee from office, then Rule 78 must be followed. The Chair of the Board will be responsible for notifying all of the parties concerned and for ensuring that all recommendations and actions are carried out in a timely manner.
32. Rule 78 - A Trustee may be removed from office by a resolution of the Board of Trustees at a meeting. A resolution to remove a Trustee in accordance with this rule shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is proposed, specifying the circumstances alleged to justify removal from office and inviting him to make oral and/or written representations to that meeting.

If the Board of Trustees agrees any variation to this Code, I agree to follow the variations.

Signed:

Name of Trustee:

Date: