

Directory of Social Change

Trustees Code of Practice

This code sets out the relevant standards and commitments expected of Trustees of The Directory of Social Change.

The purpose of this Code of Practice is to ensure consistent application of the values and ethos of DSC by all Trustees.

The Code

General

- 1 Trustees must act with probity, due prudence and should take and consider professional advice on anything in which the trustees do not have expertise themselves.
- 2 Except where legally authorised, trustees must not gain financial or other material benefit for themselves their families or their friends from DSC.
- 3 A trustee must not place him/herself under any financial or other obligation to outside individual organisations that might influence him/her in the performance of his/her official duties.
- 4 Trustees must conduct themselves in a manner which does not damage or undermine the reputation of DSC or its staff individually or collectively and must not take part in any activity which is in conflict with the objects or which might damage the reputation of DSC.
- 5 Trustees must take joint responsibility for decisions taken including those determined by a nominated sub-committee or working group.
- 6 Trustees who are part of a nominated sub-committee or working group must take all reasonable steps to ensure that other Trustees are kept fully up-to-date with information upon which decisions may be taken.
- 7 Trustees should act fairly and in accordance with best practice principles in making decisions affecting the appointment, recruitment, professional development, appraisal, remuneration/reimbursement of expenditure and discipline of trustees and other volunteers.

Responsibilities

- 8 Trustees must, with the help of the Chief Executive and the Leadership Team, formulate and review regularly DSC's vision, strategic objectives and plans.

- 9 Trustees must ensure, with professional advice where appropriate, that DSC complies with all regulatory and statutory requirements and must exercise overall control over DSC's financial affairs.
- 10 Trustees must be familiar with, and regularly review, the rules and constitution of DSC.
- 11 Trustees must annually review DSC's performance against its vision and objectives.

Trustee Meetings

- 12 Trustees must attend all meetings regularly. If attendance is proving problematic a trustee can request a leave of absence or a sabbatical.
- 13 Trustees should bring a fair and open-minded view to all discussions and should ensure that all decisions made are in DSC's best interests and in service of its charitable objects and beneficiaries.
- 14 Trustees must aim to foresee and avoid any conflict of interest. Where one arises, the trustee must declare it and absent him/herself from the meeting.
- 15 Confidential information or material (relating to customers, staff, commercial business, etc.) provided to or discussed at a trustee meeting must remain confidential, within the confines of the meeting and be managed according to relevant legislation.
- 16 Trustees should be as open as possible about the decisions they take, giving reasons where appropriate and restricting information only when wider interests require it.
- 17 Trustees have a responsibility to develop and ensure the maintenance of a properly constituted, balanced and competent Board, including clear procedures for selection, training, retirement and, if necessary, removal of trustees and to ensure arrangements are followed for recruiting the Chair and members of sub-committees.
- 18 Papers submitted to the Board are to be kept secure and confidential.

Board Responsibilities to Staff

- 19 Trustees must ensure there is a clear understanding of the scope of authority delegated to the Chief Executive.
- 20 Policies and strategies agreed by the Board should be clear and explicit and come from the Board as a whole.
- 21 Trustees should act fairly and in accordance with best practice principles in making decisions affecting the appointment, recruitment, professional

development, appraisal, remuneration and discipline of the Chief Executive and other staff.

- 22 Trustees must understand and accept the difference in roles between the Board, The Chief Executive and Senior Managers of DSC.
- 23 Trustees should ensure that they do not act to undermine the Chief Executive or Senior Managers Team by word or action. If a trustee has concerns about the performance of a member of DSC staff, including the Chief Executive, this should be taken up with the Chair.
- 24 If a Trustee has a concern about financial irregularities within DSC this should be addressed to the Chair who will act upon the information appropriately and in accordance with agreed procedures.

DSC will:

- Provide the trustees with timely and relevant information in order to allow the Board to govern well.
- Provide the Board with the appropriate advice to make effective decisions and when necessary ensuring that external professional advisors are available as and when needed.
- Work in partnership with the Board to ensure that it fulfils all its statutory and legal responsibilities.
- Invest time, money and other resources in order to help support and further develop good governance.
- Provide the Board with the necessary administrative and other support that they will need to govern well.
- Reimburse Trustees out-of-pocket expenses incurred in the course of their duties as trustees.