



**Trustees Roles & Responsibilities**

**Obligations & Interests**

**Code of Conduct**

## **Trustees Roles & Responsibilities:**

The Board of Trustees directs the Foundation's affairs in such a way as to promote its objects, and is responsible for the strategic management, direction and overall control of the Foundation. The functions of the Board include:

### **Defining and ensuring compliance with the values and objectives of the Foundation, and establishing policies and plans to achieve those objectives**

*It is for the Board of Trustees to determine the objectives of the Foundation and its priorities. Recommendations may be brought by employees and by relevant Working Parties, but the final decision is to be taken by the Trustees. The key objectives to be delivered by the Foundation will be laid out in the Foundations Business Plan.*

### **Approving each year's budget and accounts before publication**

*The ultimate responsibility for the Foundation's own financial matters rests with the Board of Trustees. It must, therefore, approve an annual budget and conduct its financial accounts, and ensure that it remains fully informed both as regards deviation from the budget and financial matters generally across the course of the financial year.*

### **Establishing and overseeing a framework of delegation of its powers to Working Parties and employees with proper systems of control**

*Where the Board of Trustees delegates any of its functions to staff or to Working Parties, it does not relinquish its ultimate responsibility and lose overall control. The "framework of delegation" is set out in this document, and must be regularly reviewed.*

*Where a delegation has been made the Board of Trustees must ensure that proper and adequate systems of monitoring and reporting are in place so as to ensure that the staff or Working Parties concerned do not act beyond the scope of their delegated authority.*

### **Monitoring and reviewing the Foundations performance in relation to its plans, budget controls and decisions**

*It is the Board of Trustees responsibility to ensure that the Foundation meets its performance targets. The Board of Trustees will need to ensure that it has appropriate systems in place to enable it to obtain information from staff and Working Parties, and so monitor performance effectively, and take necessary action.*

### **Satisfying itself that the Foundation's affairs are conducted in accordance with generally accepted standards of performance and propriety**

*The Board of Trustees must ensure (through a system of appropriate checks) that the affairs of the Foundation are properly conducted. The Board should also keep abreast of and, where appropriate, implement examples of best practice in the management of the Foundation.*

### **Taking appropriate advice, in particular on matters of legal compliance and financial viability**

*The Board of Trustees should not be reticent to take professional advice as and when required.*

### **Appointing (and if necessary, removing) of the Chief Executive**

## Obligations of Trustees

Every Trustee must abide by certain obligations laid out by the Board of Trustees. These are listed below:

- commitment to its values and objectives (including equal opportunities);
- an obligation to contribute to and share responsibility for the Board's decisions;
- an obligation to read Board papers and to attend meetings, training sessions and other relevant events;
- an obligation to declare relevant interests;
- an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the Board;
- an obligation to act in the best interests of the Foundation;
- declare any interests a Trustee may have in matters to be discussed at Board meetings and not put him/herself in a position where his/her personal interest or a duty owed to another conflicts with the duties owed to the Foundation;
- secure the proper and effective use of the Foundation's assets;
- act within the scope of any authority given;
- use the proper degree of skill and care when making decisions;
- act in accordance with the Memorandum and Articles of Association; and
- act in accordance with the general law.

A Trustee must sign and deliver to the Board a statement confirming he/she will meet his/her obligations to the Board and to the Foundation within one month of his/her appointment.

## Trustees' Interests

A Trustee who has a direct or indirect interest in any contract, proposed contract, arrangement or dealing with the Foundation must declare his/her interest before the matter is discussed by the Board.

Every Trustee must ensure that at all times the Secretary has a list of: -

- any other body of which he/she is a director or officer;
- any firm in which he/she is a partner;
- any public body of which he/she is an official or elected member;
- any company whose shares are publicly quoted in which he/she owns or controls more than 2% of the shares;
- any company whose shares are not publicly quoted in which he/she owns or controls more than 10% of the shares;
- any property of which he/she is a resident; or
- any other interest which is significant or material.

## **Code of Conduct**

This Code sets out the standards of conduct which are expected of Trustees of Castle Cavendish Foundation, whenever they conduct the business of the Foundation and their office, including any meeting of the Foundation, or act as a representative of the Foundation. The key principles which form part of this code are:

### ***Selflessness***

Take decisions solely to serve proper charitable interests and never improperly confer an advantage or disadvantage on yourself or any person or organisation.

### ***Integrity***

Avoid situations where your integrity may be questioned, behave properly and on all occasions avoid the appearance of improper influence.

### ***Honesty***

Declare any private interests relating to Foundation responsibilities and resolve any conflicts arising in a way that protects the Foundation and its reputation.

### ***Openness***

Be as open as possible about own actions and those of the Foundation, and be prepared to give reasons for those actions.

### ***Objectivity***

Make decisions on merit, including when making appointments, awarding contracts, or recommending individuals for rewards or benefits.

### ***Personal judgment***

Whilst taking account of the views of others on issues reach your own conclusions and then act in accordance with the Foundation's interests.

### ***Accountability***

Be accountable for own actions and the way in which they are carried out, and co-operate fully and honestly with any appropriate scrutiny.

### ***Stewardship***

Ensure that resources are used prudently and in accordance with the law.

### ***Respect for others***

Promote equality by not discriminating unlawfully against any person, and by treating people with respect, regardless of their race, age, religion, gender, sexual orientation or disability. Avoid bullying behaviour.

### ***Reputation***

Avoid bringing the Foundation and your office into disrepute by improper or inappropriate behaviour or actions.

### ***Duty to uphold the law***

Uphold the law and on all occasions act lawfully. For example, you must comply with your duties and responsibilities as Directors and Trustees under Common-law, the Companies Acts 1985 (as amended) and 2006 and the Charities Acts 1992, 1993, 2006 and 2009 (and any statutory modifications or re-enactment of those provisions).

### ***Leadership***

Promote and support these principles by leadership and by example.