



BCC Code of Good Conduct for Trustees

The duties and responsibilities of Trustees of a Scottish Charity are set out comprehensively in the Office of the Scottish Charity Regulator's (OSCR's) "Guidance for Charity Trustees" which can be found on their website. The guidance interprets the requirements of the Charities and Trustees Investment (Scotland) Act 2005.

The Act sets out four general duties of charity trustees that must be complied with:

- Act in the interests of the charity
- Seek, in good faith, to ensure that the charity operates in a manner that is consistent with its objects and purpose as set out in its Articles of Association
- Act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person
- Ensure that the charity complies with the provisions of the Act and other relevant legislation

Trustees are required to:

1. Accept the responsibilities of their position, and to act at all times in the best interests of BCC, ahead of any other professional or personal interest. They should at all times consider what is best for the organisation and its beneficiaries, and avoid bringing BCC into disrepute.
2. Be familiar with the organisation's governing document and act in accordance with its terms and any relevant legislation.
3. Have an up-to-date knowledge of BCC as an organisation, its values and principles, and its operating environment.
4. Manage conflicts of interest effectively. Declare any and all relevant interests on appointment and during meetings of the Board.
5. Respect confidentiality, and work considerately and respectfully with all, respecting diversity, different roles and opinions, and avoid giving offence.
6. Prepare fully for, and attend meetings. Actively engage in discussion and debate at meetings, listening carefully, challenging sensitively, and avoiding conflict. Act collectively at meetings and accept a majority decision.

Declarations of interest

Trustees and staff must declare their interests and any gifts or hospitality received in connection with their role. A declaration and register of interests will be kept and maintained for this purpose by the Board.

The register of interests will be reviewed regularly and updated when any changes occur. The declaration of interests will be included as a short standing item at each Board meeting inviting

Directors to declare new/amend existing interests. If Directors are not sure what to declare, or whether/when their declaration needs to be updated, they should err on the side of caution.

The register of interest will be used to record all gifts of a value over £50 received by Trustees and staff. The register may be made available to the public.

A strict policy of conflict of interest avoidance will be adopted by the Board with all interests being declared by the Trustees and a minuted requirement that they absent themselves from any decision making which could involve that interest. Such potential conflicts might include an interest in staffing or a development (e.g. premises, maintenance contracts, construction work etc.) or the provision of paid financial, management or consultancy services to the board. These are examples, and there are almost certainly other scenarios which might fall within the definition of a conflict.

A Trustee shall not vote at a board meeting on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the board; he/she must withdraw from the meeting while an item of that nature is being dealt with.

Trustees shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

Where a Trustee provides services to the board or might benefit from any remuneration paid to a connected party for such services, then:

- the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
- the board members must be satisfied that it would be in the interests of the board to enter into the arrangement (taking account of that maximum amount); and
- fewer than half of the board members must benefit from remuneration of that nature.

Gifts and hospitality

Trustees and staff must **never** canvas or seek gifts or hospitality.

Trustees are responsible for decisions connected with the offer or acceptance of gifts or hospitality and for avoiding the risk of damage to public confidence in the Board. As a general rule, it is usually appropriate to refuse offers except: -

- isolated gifts of a trivial character;
- normal hospitality associated with your duties and which would reasonably be regarded as inappropriate to refuse;
- gifts received on behalf of the Board.
- Trustees and staff must not accept any offer by way of gift or hospitality which could give rise to a reasonable suspicion of influence on their part to show favour, or disadvantage, to any individual or organisation. Trustees must also consider whether there may be any reasonable perception that any gift received by a spouse or co-habitee or by any company in which the Director has a controlling interest, or by a partnership of which you are a partner, can or would influence your judgement. The terms "gift" includes benefits such as relief from indebtedness, loan concessions, or provision of services at a cost below that generally charged to members of the public.
- Trustees and staff must not accept repeated hospitality from the same source.

- Trustees and staff must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain or benefit from a decision the Board may be involved in determining.

Approved by the BCC Trustees: DATE

Version control

Version number	Prepared by	Date approved by Trustees
1.0	Rachel Burn	