



Trustee Code of Conduct

The code of conduct indicates ways of dealing with potential conflicts of interests and should be used to ensure high standards and that KCSC complies with all legal regulations.

Principles: As a Trustee, you are expected to:

- Act with highest levels of integrity, financial stewardship and corporate governance at all times when conducting KCSC business;
- Support the philosophy, mission, objects and values of KCSC and act within KCSC's governing documents and the law;
- Know KCSC and its culture, and have a sound and up-to-date knowledge of the environment in which the organisation operates and its interaction with key stakeholders;
- Act reasonably, prudently and in good faith in the best interests of KCSC in all matters relating to the organisation and maintain its reputation;
- Act jointly and accept decisions of the Board, standing by them and not acting individually unless specifically authorised by the Chair;
- Identify and effectively manage potential conflicts of interest within the Board. Be aware of and act within the terms of the Conflicts of Interest policy;
- Not gain materially or financially from your position beyond reimbursement of reasonable expenses incurred in the performance of your duties as a Trustee;
- Only accept gifts and hospitality from anyone outside KCSC, or provide hospitality to them, in connection with your work for KCSC where it is reasonable and appropriate to do so within KCSC's guidelines taking into account all the circumstances; All gifts and hospitality received or paid over £10 will need to be disclosed on the gifts and hospitality register.

- Maintain confidentiality at all times in terms of the Board and Sub Committee meetings you attend and of any information you receive as a Board member when confidential information is disclosed to you, written or otherwise; except in the case of safeguarding or whistleblowing.
- Demonstrate commitment by attending and preparing fully for meetings and other activities conducted on behalf of KCSC. Actively engage in discussion and debate in meetings, providing positive and constructive challenge.

Trustee terms and conditions

Length of term of office

In line with the Articles, an elected trustee can serve up to two terms of three years each after which they must take a break for at least twelve months. They may not be re-appointed until the AGM the year following this break from office. Under exceptional circumstances following membership approval, a trustee can serve a total of three terms equalling nine years in office before taking a break.

A board member may take into account previous time served on the board as a Co-optee which results in a full 3-year term prior to the next AGM and step down at the point the full 3 year term has been reached.

For the purpose of transparency at the AGM and for noting within the minutes, members will be informed which trustees will be serving a second term. Members at the AGM will be provided with a list of trustees serving their first or second term.

Board Officers

The Chair and Treasurer roles will in the first instance be appointed from amongst the trustees or if necessary board approval given to seek external candidates to fulfil the roles. Board officers must step down from the role at the end of the first term and following the AGM, a decision will be made by the Board via a majority vote whether to re-appoint to the office role for a second term following. This process will also apply to trustees specifically recruited to office roles.

The appointment of a Vice Chair will be agreed annually by the Board.

Board attendance

Trustees should strive to attend all meetings and where not possible send apologies to KCSC and/or the Chair. Where a trustee is absent for three consecutive board meetings without good reason and/or no apologies, the Chair will seek board approval for removal from the board and inform the trustee of the decision in writing. Where a trustee has requested time away from the Board due to personal reasons, there will be an expectation that this will not exceed 6 months. Apologies for formal Board meetings and where relevant for Sub Committee meetings covering the period away will be minuted. A record will be kept on the agreed time period and expected date of return and will be noted in the minutes. Trustees requesting a break from Board duties will be reminded that their legal duty as a

trustee during that period remains and they will still continue to receive Board papers. Any request for time away from the Board for more than 6 months will require the trustee to resign from the Board.

Leaving the Board

Trustees should inform the Chair as soon as possible in writing their intention to leave the Board.

Monitoring

Adherence to this Code shall be reviewed as part of the annual Board effectiveness review.

Induction

As part of Induction process, new trustees will meet with both the Chair and the CEO to be briefed about the work of KCSC. New trustees will also have access to an induction pack which clarifies the collective role of the board and the individual role of trustees.

Board Champions

Board Champions are trustees who can provide some expertise and support for a particular area of work within KCSC. Champions can relay critical information to the board on particular subjects, and senior staff can also benefit from working with Champions on specific projects. The Board Champion role is essentially a guidance role and not a decision making one.

Role of a Board Champion

- Act as a sounding board for the relevant member of staff
- Advise members of staff, providing guidance only
- Provide limited support to KCSC staff following approval from the Chair and/or CEO. This will include but may not be limited to some practical help e.g. providing document templates or writing a response to a consultation on behalf of KCSC or providing expertise such as feedback on KCSC articles intended for publication. Whatever the activity, the work delivered must be reported back to the Board.
- Attend appropriate meetings with the CEO or senior staff member to provide specific support or expertise that can inform discussions, acting only as a trustee for KCSC.

Succession Planning

A succession planning meeting should take place once a year as part of the Finance and Personnel Sub Committee meeting following the AGM. At the meeting the following process should be undertaken:

- Board Officers i.e. Chair and Treasurer should propose the name of at least one person on the board who would be able and reasonably prepared to temporarily step into their role if they were unable to continue. A named trustee should also be provided for consideration to take on the office role following the ending of term of office for Chair and Treasurer.

- In the case of the Vice Chair, consideration should be given to appointing a new Vice Chair or recommending to the board the continuation of the current Vice Chair for another year.
- If all of the above is not the case, the board should put in place an action plan to either develop internal board members or to recruit externally new members to the board with the appropriate skills when the opportunity arises.
- To allow for a smooth transition, the Board should begin to seek a new Chair one year prior to the end of office of the current chair.

KCSC is guided by the [Charity Code of Ethics](#) and the [Charity Code of Governance](#).

Updated	Approved by	Signature
February 2021	Board	Shelina Thawer
October 2022	Board	Shelina Thawer