

CARDIFF FOODBANK: BOARD PAPER INTRODUCTION**FOR: Board of Trustees****Meeting Date:****Agenda Item Nb:**Title of Report: **TRUSTEE CODE OF CONDUCT**Author Name(s) & Role (s): **CO-CHAIRS AND GTN (TRUSTEE)**Purpose of Report: **TO CLARIFY ACTIONS AND BEHAVIOURS THAT ARE APPROPRIATE TO A TRUSTEE AND TO THOSE TAKING ON OFFICER ROLES**Recommendation: **FOR APPROVAL AND ADOPTION BY BOARD**

1. Introduction: It was agreed at the last meeting of the Board () that the original version of this document should be revised. The content and format was discussed at the same time and the authors above were tasked with creating a new document.

2. Substantive Report Content: The undertakings being agreed to on becoming a trustee have largely stayed the same but additional content has been created to give more practical advice and to cover the additional responsibilities of the officers

3. Financial Considerations: **NONE**

4. Impact Considerations: The new Code emphasises the Board's intention to work fully within the Nolan principles.

REQUESTED ACTION: Please read and, if you have suggested amendments/areas of concern please flag these with karen.badat@gmail.com **prior to the meeting.**

Recommendation:

Date:

Named Appendices: NONE

Code of Conduct for Trustees

Version	3
Date Approved	
Review dates	November 2025
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1. INTRODUCTION

- 1.1 The Board of a charity provides strategic leadership and financial oversight in line with the charity's vision and values. The Board is ultimately responsible for the decisions and actions of the charity and must ensure that risks and resources, including finances, are adequately managed.
- 1.2 The Board should set the tone for the charity, including its vision and values, and should ensure that the charity adopts a strategy to support its objects.
- 1.3 The Code applies to all the ways in which we as trustees work together and with Cardiff Foodbank staff, and to the ways in which we represent and promote Cardiff Foodbank externally.
- 1.4 Trustees, staff and volunteers will work together with respect for each other and with honesty, and we will work similarly with external individuals and organisations. We will all conduct ourselves in an open and approachable way – aiming to be an organisation that all stakeholders can trust.

COMMITMENTS

Read through the content below and tick next to each line where you feel that you can commit to this. If you have questions or concerns, please speak to the CEO.

GENERAL	
	I will support the objects and mission of Cardiff Foodbank, promoting it, using any skills or knowledge I have to further that mission and seeking expert advice where appropriate.
	I will have a sound and up-to-date knowledge of Cardiff Foodbank and its environment – understanding how Cardiff Foodbank works and the environment within which it operates. I understand that I have a responsibility to lead the charity in fulfilling its purpose as effectively as possible with the resources available.
	I will act in the best interests of Cardiff Foodbank as a whole, and not as a representative of any group – considering what is best for Cardiff Foodbank and its present and future beneficiaries and avoiding bringing Cardiff Foodbank into disrepute.
	I will act within the governing document and the law – being aware of the contents of the organisation's governing document and the law as it applies to Cardiff Foodbank .
	I will act according to <u>Nolan's seven principles of public life</u> : selflessness, integrity, objectivity, accountability, openness, honesty and leadership. <i>See page 7 below</i>
	I will uphold Cardiff Foodbank's values - " Our vision is that no-one in Cardiff goes hungry because everyone can afford the essentials" - and ensure that they underpin all of its decisions and activities.
	I will be an active trustee, making my skills, experience and knowledge available to Cardiff Foodbank by contributing where appropriate and practicable, and where I can add value, including between meetings and serving on sub-committees/ working groups.
<p>EXPECTATION: Be informed and diligent. You are expected to carry out your duties in a professional, responsible and conscientious manner and be accountable for your actions and decisions. Don't forget that we all make mistakes, and blaming each other doesn't get us anywhere. Instead, focus on resolving issues, learning from mistakes and innovation. Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour.</p>	

GOVERNANCE	
	I accept my responsibility to ensure that Cardiff Foodbank is well run and will raise issues and questions in an appropriate and sensitive way to ensure that this is the case.
	I will abide by Cardiff Foodbank's policies
	I will abide by Board governance procedures and practices of Cardiff Foodbank.
	I will actively contribute towards improving the governance of the trustee Board, participating in induction, and training and sharing ideas for improvement with the Board. If I feel that I require further guidance or training in my role, it is my responsibility to raise this with the Chair.
	I will support the CEO in their role, and work with my fellow trustees to seek development opportunities for them.
<p>EXPECTATION: Be focussed and inclusive. Good governance means focusing on the organisation's purpose and on outcomes for those we serve. We all depend on each other to provide the best services that we can. Your decisions will affect service users, donors and colleagues, and you should take those consequences into account when making decisions.</p>	
MEETINGS	
	I will accept a majority vote on any issue as decisive and final and accept collective responsibility for decisions. I will ensure that all decisions and requested exceptions are recorded accurately in minutes (including details of any votes taken) and communicated to staff and other stakeholders and the public in a unified manner.
	I will strive to attend all Cardiff Foodbank Board meetings and any other sub-committees and working groups that I have agreed to attend, giving apologies ahead of time to the Chair if I'm unable to attend. I will consider other ways of engaging with the organisation if regularly unable to attend trustee meetings, subject to the approval of the rest of the Board
	I will be fully present and play an active role in all Board meetings and other appointments, having read papers, querying anything I do not understand, thinking through issues before meetings, and completing any tasks assigned to me in the agreed time.
	When reaching decisions regarding the business of Cardiff Foodbank, I will consider all evidence and information presented by staff and other Board members, and in accordance with this Code of Conduct.
	I will actively engage in discussion, debate and voting according to procedure in

	meetings – contributing positively, listening carefully, challenging sensitively where needed but seeking to build consensus and avoiding conflict as far as possible.
	I will act jointly and accept a majority decision – making decisions collectively, standing by them and not acting individually unless specifically authorised to do so.
	I will participate in any induction, training and development activities for trustees, including an annual Board performance review.
<p>EXPECTATION: Be active, respectful and conscious of the impact of decisions. We won't all agree all the time, but disagreement is no excuse for disrespectful behaviour. Being unable to understand why someone holds a viewpoint doesn't mean that they're wrong. We will all experience frustration from time to time, but we cannot allow that frustration to become personal attacks. Remember that the goal is to find a collective response/action that we can all feel comfortable with. Good governance means taking informed, transparent decisions and managing risk</p>	
CONFIDENTIALITY	
	I will respect confidentiality – understanding what confidentiality means in practice for Cardiff Foodbank, its Board and the individuals involved with it.
	I will not disclose confidential information or information which should reasonably be regarded as being of a confidential nature, without the express consent of a person authorised to give such consent, or unless required by law to do so.
<p>EXPECTATION: Be vigilant and discrete. Being a trustee means that you will be aware of personal and financial information of a sensitive nature - be careful and respectful of this information.</p>	
ACCOUNTABILITY	
	I will be accountable for my actions as a trustee of Cardiff Foodbank and will submit myself to whatever scrutiny is appropriate.
	I understand that CFB leaders should show the highest levels of personal integrity and conduct. I will create a culture that supports the charity's values, I will adopt behaviours and policies in line with the values and set aside any personal interests or loyalties.
	I understand that the tone the Board sets through its leadership, behaviour, culture and overall performance is critical to the charity's success through the public's support for its work and I will at all times act with the highest integrity when undertaking CFB business.

	I will participate in an individual annual Board appraisal and overall Board review.
	I will discharge my duties and responsibilities with regard to the Equality Act 2010 – ensuring that all activities of Cardiff Foodbank support equality of opportunity for all people, regardless of gender, race, disability, sexual orientation, age or religious belief.
	With my fellow trustees, we will champion diversity and review progress annually within the Board appraisal process.
	I will work considerately and respectfully with all – respecting diversity, different roles and boundaries, and avoiding giving offence.
	I recognise that the roles of trustees, volunteers and staff of Cardiff Foodbank are different, and I will seek to understand and respect the difference between these roles. Where I also volunteer with the organisation, I will maintain the separation of my role as a trustee and as a volunteer and will not seek to use my role as a trustee to advance a personal or other role agenda.
	I will ensure that my behaviours reflect the values of Cardiff Foodbank and that I am, as far as possible acting as part of a Board and wider volunteer team, prioritising the team's needs above my own.
	I will use Cardiff Foodbank's resources responsibly, when authorised, in accordance with procedure.
	When claiming expenses I will do so in line with Cardiff Foodbank procedures.
<p>EXPECTATION: Be patient, courteous, considerate and respectful. An environment where people feel uncomfortable or threatened is not a productive or creative one. Work collaboratively with others - our differences can be our strengths. Different people have different perspectives on issues, and that can be valuable for solving problems or generating new ideas and innovation. . Be aware that being a trustee gives you a position of authority and seniority that might not be afforded you in another volunteering position. Ensure that you are mindful of this.</p>	
REPRESENTATION	
	I will always seek approval from the Chair (and inform the CEO) before accepting an invitation to speak as a Cardiff Foodbank to the media or in a public forum.
	When speaking as a trustee of Cardiff Foodbank, my comments will reflect current organisational policy whether I make them as an individual or as a trustee and even when these do not agree with my personal views.
<p>EXPECTATION: Be measured and informed. We want you to be passionate but an excess of emotion can blunt the message so be cautious and take advice.</p>	

CONFLICTS OF INTEREST	
	I will always strive to act in the best interests of Cardiff Foodbank and to avoid situations where there may be a conflict of interest. I will manage conflicts of interest effectively – registering, declaring and resolving conflicts of interest.
	I will declare my interests in the prescribed form to Cardiff Foodbank upon appointment and at the beginning of each calendar year, and notify the Project Manager in writing of any change whenever that change arises.
	I will not gain materially or financially from my role as a trustee.
	I will receive no financial or non-financial advantage or benefit from my role as a trustee of Cardiff Foodbank. This includes anyone who is financially connected to me, such as partner, dependent child or business partner.
EXPECTATION. Be careful and clear to avoid even the suspicion of improper behaviour. Good governance means performing effectively in clearly defined functions and roles and understanding where the boundaries lie.	
LEAVING THE BOARD	
	I understand that breach of any part of this code may result in procedures being put in motion that may result in my being asked to resign from the trustee Board
	Should this happen, I will be given the opportunity to be heard. If I am asked to resign from the Board I will accept the majority decision of the Board in this matter and resign at the earliest opportunity.
	Should I wish to resign from the Board, I will inform the Chair in writing, stating my reasons for resigning.
EXPECTATION. Be pro-active. You may feel that you are naturally coming to the end of your period as a trustee, or you may be finding it difficult to commit the time and energy required. Take steps to leave in a positive manner that celebrates what you have achieved.	

Signature: _____

Date: _____

Terms of reference

Conflicts of interest: Any situation in which a trustee's personal financial interests may (or appear to or have the potential to) influence or affect the decisions made by a trustee for their organisation.

Declaration of eligibility: A statement signed by trustees on their appointment declaring that they are not disqualified in any way from acting as a trustee.

Governance: The systems and processes concerned with ensuring the overall direction, effectiveness, supervision, and accountability of an organisation.

Governance review: Where an organisation spends time looking at its governance, reviewing whether it is working effectively and proposing and making changes.

Governing document: A legal document setting out the organisation's purposes and, usually, how it is to be administered. It may be a trust deed, constitution, memorandum, and articles of association, will, conveyance, Royal Charter, Scheme of the Charity Commission, or other formal document.

Objects: The term used to describe and identify the purpose for which the charity has been set up. They do not say what the organisation will do daily.

Trustee: Charity trustees are the people who serve on the governing body of a charity. They may be known as trustees, directors, Board members, governors or committee members. Charity trustees are responsible for the general control and management of the administration of a charity.

Trustee Board: This is the group of trustees who form the governing body of a charity. They may be collectively called trustees, the Board, managing trustees, the management committee, governors or directors, or they may be referred to by some other title.

Trustee role description: This is a document, or part of a document, which sets out what trustees are expected to do when they take on the role in a particular organisation. This may be incorporated into a code of conduct or another document.

The Nolan Principles – adapted for trustees ¹

1. Selflessness

Trustees should act solely in terms of public benefit. They should not act in order to gain financial or other benefits for themselves, their family or their friends.

2. Integrity

Trustees should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role as a trustee.

3. Objectivity

In carrying out the business of the organisation, trustees should make choices based on merit.

4. Accountability

Trustees are accountable for their decisions and actions to their stakeholders and the public and must submit themselves to whatever scrutiny is appropriate to their role.

5. Openness

Trustees should be as open as possible about all the decisions and actions they take.

6. Honesty

Trustees should declare any private interests relating to their trusteeship and take steps to resolve any conflicts arising in a way that protects the public benefit.

7. Leadership

Trustees should promote and support these principles by leadership and example

¹ <http://www.governancepages.org.uk/wp-content/uploads/2010/10/Codes-of-Conduct-for-Trustees-CTN-booklet.pdf>

ADDITIONAL COMMITMENTS RELATING TO A CHAIR ROLE	
	I will lead the Board of Trustees in fulfilling its legal, financial and regulatory responsibilities
	I will lead the Board in governing itself well, setting the strategic direction of the charity, creating a positive culture within the charity and holding the CEO and staff properly accountable.
	I will chair Board meetings so that it functions effectively in carrying out its duties
	I will ensure the Board is transparent in its decision making processes.
	I will encourage all trustees to fulfil their duties and fully participate in meetings
	I recognise my responsibility is to act in line with and uphold all the commitments of a trustee and to ensure my fellow trustees have access to all relevant information required to enable them to play their roles.
	I will carry out individual Board appraisals annually.
	I will ensure that the trustee Board annually reviews its structure, effectiveness, delegations and key policies, and implements agreed changes as necessary.
	I will monitor the agreed actions from Board meetings to ensure that decisions are implemented properly and in a timely manner.
	I will line manage the Director by monitoring, reviewing and supporting their work including regular meetings.
	I will work with the Director to complete the Trustees Annual Return for the Charity Commission.
	I will prepare for and conduct the Director's annual appraisal.
	I will respond to queries raised by the Director in a timely manner.
	I will ensure Board members and staff are recruited as and when required
	I will build a strong, positive and respectful relationship with the CEO and Senior Leadership Team and engage with staff, beneficiaries and other stakeholders
	I will support the CEO in their role, and work with my fellow trustees to seek development opportunities for them.

ADDITIONAL COMMITMENTS RELATING TO A TREASURER ROLE

	I will advise trustees on their financial responsibilities, and will chair the finance and risk sub-committee.
	I will ensure that all accounts are prepared and disclosed in the form required by funders and the relevant statutory bodies
	I will liaise with professional advisors, such as auditors. I will oversee the appointment of auditors and review on a regular basis
	I will work with the CEO on budgets and preparation of reports
	I will ensure that the Charity has an appropriate investment policy and that that the Charity monitors the performance of its investments and to set an appropriate reserves policy.
	I will assist in the annual appraisal of the Chair, having consulted with other trustees and staff of the Charity
	I will build a strong, positive and respectful relationship with the CEO and Senior Leadership Team and engage with staff, beneficiaries and other stakeholders
	I will support the CEO in their role, and work with my fellow trustees to seek development opportunities for them.