

# Railway Paths

## Code of Practice for Trustees of Railway Paths Limited (RPL)

In a recent review of the governance structures of RPL and specifically the role of the Board of Trustees, it was agreed that we would benefit from formalising the relationship and expectations by drawing up a "Code of Practice for Trustees".

The Board has always conducted its business to the highest professional standards and has adopted best practice wherever it thought appropriate. Recent reviews of governance in the voluntary sector, such as the Nolan Report, have recommended the adoption of a Code of Practice for Trustees to guide the way the Board performs its duties. The following document has been discussed and approved by RPL Board and is heavily guided by the Nolan recommendations, NCVO and others. The Board however are anxious that the document "presented cold" is overly-formal, perhaps even off-putting for Trustees, and does not truly reflect the culture and style of the organisation. Nonetheless the Trustees accept that this formal "Code of Practice" should be adopted and regarded as guiding principles.

### 1. Introduction

Those who serve on the board of trustees of RPL have responsibilities both under company law as directors and under charity law as trustees. As part of this each trustee is asked to agree to abide by the code of conduct which is set out in this document and to sign the attached declaration accordingly.

### 2. Purpose of the code

The code aims to define the standards expected of RPL trustees in order to ensure that:

- The organisation is effective, open and accountable;
- The highest standards of integrity and stewardship are achieved; and
- The working relationship with the chief executive and other staff is productive and supportive.

### 3. Code of conduct

3.1. **Selflessness.** Trustees have a general duty to act with probity and prudence in the best interest of RPL as a whole. They should not act in order to gain financial or other material benefits for themselves, their family, their friends or the organisation they come from.

3.2. **Integrity.** RPL trustees should conduct themselves in a manner which does not damage or undermine the reputation of the organisation, or its staff. More specifically they:

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- 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;
- Must avoid actual impropriety and any appearance of improper behaviour; and
- Should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement.

3.3. **Objectivity.** In carrying out their role, including making appointments, awarding contracts, recommending individuals for rewards and benefits or transacting other business, RPL trustees should ensure that decisions are made solely on merit. In arriving at decisions in areas where they do not have expertise themselves trustees should consider appropriate professional advice.

3.4. **Accountability.** RPL trustees:

- Have a duty to comply with constitutional and legal requirements and to adhere to best practice in such a way as to promote confidence in RPL; and
- Are accountable to the organisation members and other stakeholders for their decisions, the effectiveness of the board and the performance of the organisation.

3.5. **Openness.** RPL trustees should ensure that confidential information and material, including material about individuals, is handled in accordance with due care so that it remains confidential. In addition, they should be as open as possible about their decisions and the actions that they take. As far as possible they should give reasons for their decisions and restrict information only when the wider interest clearly demands.

3.6. **Honesty.** RPL trustees have a duty to avoid any conflict of interest so far as is reasonably practicable. In particular they must make known any interest in any matter under discussion which: creates either a real danger of bias (that is, the interest affects him/her, or a member of his/her household more than the generality affected by the decision); or, which might reasonably cause others to think it could influence the decision. He/she should declare the nature of the interest and withdraw from the room, unless the remaining trustees agree otherwise.

3.7. **Leadership.** RPL trustees must:

- Promote and support the principles of leadership by example;
- Strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively;
- Bring a fair and open minded view to all discussions of the board and should ensure that all decisions are made in the charity's best interests
- Respect the role of the chief executive and other staff;
- Accept and respect the difference in roles between the board, the chief executive and senior staff, ensuring that the honorary officers, the

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board, the chief executive and his/her senior team work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship; and

- Having given the chief executive delegated authority, be careful - individually and collectively - not to undermine it by word or action.

You will be asked to make the following declaration:

#### 4 **Trustee's Declaration.** I declare that:

- I am over age 18.
- I am not an undischarged bankrupt.
- I have not previously been removed from trusteeship of a charity by a court or the charity commissioners.
- I am not under a disqualification order under the Company Directors' Disqualification Act 1986.
- I am, in the light of the above, not disqualified by the Charities Act 2011 from acting as a charity trustee.
- I undertake to fulfil my responsibilities and duties as a trustee of RPL in good faith and in accordance with the law and within RPL objectives/mission.
- I do not have any financial interests in conflict with those of RPL (either in person or through family or business connections) except those which I have formally notified in a conflict of interest statement. I will specifically notify any such interest at any meeting where trustees are required to make a decision which affects my personal interests, and I will, unless agreed otherwise, absent myself entirely from any decision on the matter and not vote on it.
- I will abide by this code of practice for trustees of RPL.

Signed: ..... Date: .....

Name of Trustee: .....