

Title:	Trustees' Code of Conduct
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It is expected that Trustees of the Vivensa Foundation should:

- Act within the Articles of Association of the Vivensa Foundation and the law and abide by the policies and procedures of the organisation.
- Familiarise themselves with the [Charity Governance Code](#) and the Nolan Principles (*page iii*) and act in accordance with them at all times.
- Have a good understanding of, and be sympathetic with, the aims and charitable objects of the Foundation and act in accordance with these at all times.
- Act and make decisions in the best interests of the charity, and its present and future beneficiaries.
- Do their best to avoid conflicts of interest, and where they do find themselves conflicted, declare that fact and not take part in any relevant decision-making, in accordance with the conflict of interest policy.
- Accept that decision-making and governance issues should be as transparent as possible, except when confidentiality is required. Where information is of a confidential nature it must remain so outside the confines of the Trustees' meeting.
- Where assistance and advice are required to enable the most appropriate decision to be made, seek that assistance/advice from an appropriate source (eg. a suitably qualified professional adviser, or the Charity Commission) and consider it carefully.
- Play an active role in Board and/or sub-committee meetings, having spent an appropriate amount of time reading and digesting papers in preparation for the meeting.
- Aim to attend meetings in line with Articles of Association to ensure that best practice in governance is fulfilled¹. Where absence from meetings is unavoidable, ensure that apologies are sent with adequate notice, providing written comments on items as required.
- Engage actively in respectful discussion, debate and voting in meetings, contributing positively, listening carefully, challenging sensitively and engaging respectfully.

¹ As set out in the Articles of Association, a Trustee's term of office is automatically terminated if they are absent from four consecutive meetings without the consent of the Board.

- Accept the principle of collective responsibility, whereby Trustees are jointly and severally liable for their decisions and do not act unilaterally on behalf of the charity unless specifically authorised to do so.
- Accept the principle of majority decisions and support decisions that are made on that basis.
- Work considerately and respectfully with other Trustees, Foundation staff and external contacts, respecting diversity, different roles and boundaries.
- Not receive any financial or non-financial benefit that is not explicitly authorised by the Articles of Association or the Charity Commission.
- Not exert any influence to garner any preferential treatment for themselves or their family, or other connected persons (in line with the conflict of interest policy).

Responsibilities in respect of information security and data protection

The Vivensa Foundation provides policy statements and guidance for staff, Trustees and Committee members in relation to compliance with relevant legislation to help prevent breaches of the Vivensa Foundation's legal obligations. However, individuals are ultimately responsible for ensuring that they do not breach legal requirements during the course of their work and/or association with the Foundation.

Users of the Foundation's online or network services are individually responsible for their activity and must be aware of the relevant legal requirements when using such services.

The Foundation must comply with all relevant legal requirements whether such requirements are detailed in internal policies or not. Any suspected breach of the Foundation's legal requirements must be reported to the Chief Executive.

Trustees must familiarise themselves with the Foundation's Information Security policy, related sub policies and its policy on Data Protection.

Briefing documents, policy documents and papers relating to Committee meetings are routinely made available via the secure area of the Foundation's website. Trustees may also be provided with secure access to the Foundation's Grants Management System. Trustees should avoid downloading papers, grant applications and other material from these sources onto personal devices, external hard drives or printing them in hard copy. It is acknowledged, however, that sometimes it is necessary or practical to do so. In those circumstances, they should ensure they comply with the terms of the Information Security policy on Mobile Computing and Remote Working, ensuring that they retain the information for no longer than

is necessary for carrying out the task and ensure that copies are destroyed securely in the manner set out in the Information Handling policy.

When attending meetings online, Trustees should ensure that they join from a private location where they cannot be overheard.

Trustees should exercise particular care in transmitting personal data by email. Email is, by its nature, not particularly secure. Therefore anything with personal data content should be sent via a password-protected attachment, (unless end to end encryption is used), with the password sent under separate cover.

On resignation or completion of their terms of office, Trustees should ensure that all Foundation-related documents and email correspondence are deleted from their personal devices or returned to the Head of Communities and Governance for secure destruction.

The Nolan Principles (adapted for Trustees)²

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.

² From Codes of Conduct for Trustees (Charity Trustee Networks, 2008)