

NIEMANN-PICK DISEASE GROUP (UK) (“the Charity”)

Charity No: 1144406

Company no: 7775835

Code of conduct for Trustees and Committees of the Charity



DICKINSON DEES

Dickinson Dees LLP

The Chocolate Works Bishopthorpe Road York YO23 1DE

Telephone: 0844 984 1500 Fax: 01904 464 350

Email: law@dickinson-dees.com www.dickinson-dees.com

1. **BACKGROUND**

“Member” refers to anyone who is a member of the Board or any of its Committees.

The purpose of this code of conduct is to provide Trustees, and members of committees with clear guidelines as to the standards of behaviour, responsibilities, and best practice in fulfilling their obligations to the Charity.

This document should be read in conjunction with the [Trustee job description and person specification and] the conflict of interest policy. For further information on the legal responsibilities of a charity trustee, please refer to CC3, The Essential Trustee: An Introduction and other relevant Charity Commission guidelines which may be produced from time to time.

Trustees and members of committees are required to observe the rules of conduct contained in this Code. It is each individual's personal responsibility to comply with these and review regularly, and at least annually, personal circumstances with this in mind, particularly when circumstances change. Advocating or encouraging any action contrary to the Code of Conduct is clearly unacceptable.

The objects are set out in the Articles of Association and of the Charity define and delimit what the Charity may do. All Trustees and members of committees should have regard to these.

2. **GENERAL CODE OF CONDUCT FOR TRUSTEES AND COMMITTEE MEMBERS (TOGETHER “MEMBERS”)**

2.1 **Code of Conduct**

2.2 **Selflessness**

2.2.1 Members have a duty to act and take decisions solely in the best interests of the Charity, and present and future beneficiaries.

2.2.2 Members should not in any way create a financial gain or other material benefits for themselves or for their family or friends (or any organisation or business they may represent or have an interest in) (NB – certain benefits to Members are permitted pursuant to the Articles of Association).

2.2.3 Members have collective responsibility and collective authority for decisions they make and must act together, abiding by the decisions they take together.

2.2.4 Members have no powers or remit to act independently save where there is explicit written remit to do so by the Board of Trustees. Members must not present themselves to staff, outside organisations, local authorities or individuals as having the right to take decisions on behalf of, negotiate for, or formally represent the Charity without the explicit authority of the Board.

2.2.5 A Member should not allow his/her personal or other interests to override his/her duty to promote the interests of the Charity.

2.3 **Integrity**

2.3.1 Members 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.

2.3.2 Members must not bring the Charity into disrepute and should avoid actual impropriety and also avoid any appearance of improper behaviour; this includes causing a disturbance or embarrassment to their fellow Members.

2.3.3 Members should avoid receiving any financial or non-financial benefit that might reasonably be thought to influence their judgement. Any gift which is accepted must be declared and recorded [in the gift/hospitality register]. [Any gift accepted over £10 must be given to the Charity for its purposes or returned to the donor].]

2.3.4 Members should not exert any influence to garner any preferential treatment for themselves or their family.

2.3.5 Members must recognise the duty of care that their position holds and should always act sensitively, sensibly and rationally in all their dealings on behalf of the Charity and to its staff. Members who have concerns about the Charity's services must follow the procedures laid down from time to time by the Board.

2.4 **Objectivity**

2.4.1 Members should be objective in carrying out their role, e.g. decisions must be taken collectively, solely on their merits and solely in the interests of the Charity. This includes:

- (a) making appointments (including Members' appointments);
- (b) awarding contracts and other forms of dealing;
- (c) recommending individuals for rewards and benefits where appropriate and applicable; and
- (d) transacting any other business relevant to the Charity.

2.5 **Accountability**

2.5.1 Where professional assistance is required for the trustees to be able to make the most appropriate decision affecting the Charity, that assistance should be sought and considered carefully.

- 2.5.2 Members have a duty to comply with the law, all relevant regulations and delegated authority on all occasions in accordance with the trust placed in them and in such a way as to preserve public confidence in the Charity.

Members are jointly and severally liable for their decisions and actions. Therefore decisions should be taken together; democratically made decisions should be publicly supported both within and outside the Charity even if the Member voted against the decision or voiced disagreement with it.

2.6 **Openness**

- 2.6.1 Members are accountable to stakeholders and beneficiaries for their actions, and as such decision-making and governance issues should be as transparent as possible, except for items marked 'confidential' or which are clearly confidential due to their nature.
- 2.6.2 A Member must not disclose information concerning the Charity's work given by anyone to them in confidence or information acquired which they believe is of a confidential nature, without the consent of the person authorised to give it, or unless they are required by law to do so or unless the safety or protection of individuals is threatened or unless the probity of the Charity is in danger of being compromised.
- 2.6.3 Members should generally be prepared to give honest and balanced reasons for their decisions and restrict information only where the wider interest demands, or where confidential or disclosure is not in the best interests of the Charity.
- 2.6.4 Information concerning particular individuals must be regarded as confidential at all times and Member's are encouraged to have regard to Data Protection Legislation.

2.7 **Honesty**

- 2.7.1 Members have a duty to declare any interests relating to their role.
- 2.7.2 Members must take steps to resolve any conflicts that may arise (see *the Charity's conflict of interest policy*).
- 2.7.3 Members must make relevant declarations of interest in the different circumstances and roles they play, both within and outside the Charity.
- 2.7.4 Members, when called upon or intending to comment publicly both within and outside the Charity upon issues and matters of concern to the Charity, should base any comments on the agreed position of the Charity and its Board.

2.8 **Leadership and Collectivity**

- 2.8.1 Members should respect the role of the Executive Director of the Charity and should never knowingly do anything to undermine the role of the Chief Executive in respect to staff and volunteers.
- 2.8.2 If any pressure of any kind is put on any, some or all Trustees, committee members, the executive, staff or volunteers of the Charity to distort, omit, or in any way prevent balanced, timely and wholly accurate reports/papers/ information reaching the Board or any of its sub committees or to any honorary officer, the individuals concerned have a duty to report it immediately to the Chair of Trustees.

2.9 **Duties and Responsibilities**

- 2.9.1 As Charity Trustees and directors of a charitable company, the Trustees owe a number of duties in relation to the Charity. Although technically, these duties are owed by the Trustees, committee members should have regard to them when carrying out their role.
- 2.9.2 The main duty of a Trustee is to be ultimately responsible for directing the affairs of the Charity and ensuring that the Charity is solvent, well run and delivering the charitable objectives it seeks to deliver. The charitable objects of the Charity are expressed in its Articles of Association.
- 2.9.3 Ultimately, any proposed course of action must be in the best interests of the Charity.
- 2.9.4 The Trustees should be aware that they owe additional duties as well:
 - (a) Trustees are expected to exercise a certain level of diligence and skill when performing their duties. Therefore, Trustees are expected to exercise a level of skill as could be reasonably expected of a person with their degree of knowledge and expertise. This means a higher degree of skill is expected from a trustee who is professionally qualified or who has a number of year experience.
 - (b) Trustees are also expected to act reasonably and honestly and in good faith and exercise the same level of care when making decisions as a reasonably would exercise on their own behalf.

This means that Trustees should attend meetings in order to be actively involved in the decision making process. Trustees should take steps to ensure that their decisions are within their powers and within the scope of the Charity's Articles of Association. When new Trustees are appointed, they should familiarise themselves with the provisions in the Articles of Association and be given a copy of that document. All new

Trustees should be properly inducted into the workings of the charity and given proper training on their legal duties and responsibilities.

- (c) Trustees also have a duty to take care of the Charity's property and safeguard its assets. Trustees should be involved in any decision to spend the Charity's funds, unless an element of delegation has been implemented and properly recorded. Ultimately, the Trustees remain responsible for the application of charitable funds.
- (d) Trustees should not personally profit from their position (see above). Unless the Articles of Association or the law permits a Trustee to receive a benefit from the Charity, then it can be assumed that such benefit is not permitted.
- (e) Trustees also have a duty to avoid conflicts of interest and should avoid putting themselves in a position where their interests conflict with the Charity. If a Trustee finds themselves in this situation, then they should declare their conflict of interest and follow the procedure set out in the Charity's conflict of interest policy (see above).
- (f) Trustees should act personally and should be actively involved in the management of their Charity. Where matters are delegated to committees or members of staff, it is important to note that the Trustees are ultimately responsible for the actions taken and therefore a prompt and efficient reporting system should be put in place.
- (g) Trustees take decisions collectively and, therefore, once a decision is taken by a majority of the Trustees, the other Trustees are bound by it (see above).
- (h) The Trustees also owe a number of duties by virtue of legislation, including a duty to prepare and file an annual report and accounts and an annual return to the Charity Commission and Companies House.

Failure to fulfil the above duties, would render a Trustee in breach of this code of conduct.

3. **BREACHES OF THE CODE OF CONDUCT**

- 3.1 Any breach or breaches of this Code of Conduct shall be dealt with in accordance with the provisions set out below and ultimately in accordance with the Articles of Association. For the avoidance of doubt, breach of this Code of Conduct is a ground for removal from office.
- 3.2 It is always preferable for breaches of the Code of Conduct to be dealt with in a timely and prompt manner.

- 3.3 Where a breach occurs during a meeting:
- 3.3.1 Members should raise breaches of the Code of Conduct as a point or order with the Chair;
 - 3.3.2 the Chair shall deal with the matter as he thinks fit which may include issuing a verbal warning to the Member concerned or asking him or her to leave the meeting as appropriate. The complaint shall then be dealt with in accordance with the procedure set out below;
 - 3.3.3 the omission by a Member at a meeting to raise an allegation of breach shall not prevent the alleged breach being raised and dealt with outside the meeting.
- 3.4 If the Chair is informed that a Member has allegedly breached the Code of Conduct, the Chair, shall notify the Member in writing of the alleged breach setting out the grounds of concern and indicating how the Chair intends to proceed to investigate the alleged breach.
- 3.5 If, in the opinion of the Chair, the alleged breach is such that it warrants immediate suspension of the Member, that decision shall be communicated orally immediately to the Member and confirmed in writing by the Chair within five clear days of the oral communication. The Member shall be suspended immediately at the time of the oral communication. Suspended Members may have access to the Charity's premises, records, other Members and staff only by prior arrangement with the Chair.
- 3.6 Suspension is a neutral act to protect the individual and the Charity. Suspension should not be viewed as being part of the disciplinary action.
- 3.7 The alleged complaint should then be referred to a panel made up of the Chair, one Trustee of the Charity and the Charity's Executive Director (the Panel").
- 3.8 The Panel shall arrange a meeting with the individual concerned at the convenience of all parties, but preferably within [twenty-one days] of the complaint. Should one or other party subsequently not attend the meeting, without prior notification, then it will be deemed to be found in favour of the part who did attend.
- 3.9 A copy of the complaint will be sent to the Member and to all Panel members not less than seven clear days before the Panel meeting.
- 3.10 The Panel will invite the Member to speak at the meeting in reply to the complaint. The Member may also bring along one other person (who shall not be a Member or a member of the Charity's staff) to support him or her. The Member must confirm in advance of the meeting whom they are proposing to bring to the meeting (this is to ensure that there are no conflicts of interest). If the Panel determines that there is a conflict of interest, the Member shall be invited to bring another person to the meeting. The person

brought along to support the Member is there purely to support and not to speak on the Member's behalf.

- 3.11 If there are any disputes about the facts, the Panel may call for evidence and reconvene at a later date, preferably no later than within a further [fourteen] clear days of the Panel meeting. During this period of time the Panel shall not comment on the course of the enquiry. If the Panel determines that the Code of Conduct has not been breached, the matter will end there.
- 3.12 If the Panel determines that the Code of Conduct has been breached, then appropriate sanctions will be taken. The Panel is authorised to carry out one or more of the following actions:
 - 3.12.1 to issue a written warning to the individual concerned concerning further conduct;
 - 3.12.2 a fixed term suspension from involvement in specific or all meetings or activities of the Charity;
 - 3.12.3 in the case of a Board Member, a recommendation to the Board for removal from office in accordance with the procedure set out in the Articles of Association of the Charity.
- 3.13 The Panel shall communicate in writing its decision to the Member and to the Board.
- 3.14 In the case of a recommendation to remove the Member, the recommendation shall be referred to the Board for removal from office in accordance with the procedure set out in the Articles. The Member shall be informed that the recommendation has been referred to the Board. The Panel shall produce a summary report for the Board setting out the alleged complaint(s), without identifying the complaint(s) (in order to protect his or her privacy) and the reasons for the Panel's recommendation for removal from office. If the alleged breach is not supported by the Board, the matter will end there. In that case, the only reference will be a confidential minute of the Board confirming the decision.
- 3.15 The Member may appeal in writing to the Panel against the decision or recommendation of the Panel within ten days of the date of the communication of the decision or recommendation by the Panel. An appeal may be made on the grounds either of the findings of the Panel or on the severity of the proposed action to be taken against the Member. An appeal shall be heard by a separate panel comprising [the Vice-Chair], one other Trustee (who did not sit on the Panel) and a member of the Senior Management Team (not the Chief Executive Officer)("the Appeals Panel"), in the same way as the Panel originally conducted its investigation. The Appeals Panel may substitute any alternative outcome or uphold the original decision or recommendation of the Panel and shall in writing notify the Member of the decision within ten days of the appeal hearing. If the recommendation is for removal from office, the Appeals Panel shall refer this to the Board to be dealt with in accordance with the Articles of Association. If

the alleged breach is not supported by the Board, the matter will end there. In that case, the only reference will be a confidential minute of the Board confirming that decision.

- 3.16 The Chair, with the consent of the board of Trustees, is entitled to delegate any of this functions in this procedure to one or more named Trustees.
- 3.17 In the event of an allegation made against the Chair the procedure set out above shall apply save that the matter will be investigated by the Vice-Chair of the Board who will replace the Chair throughout the procedure.
- 3.18 If a complaint is against the Chair and the Vice-Chair, the remaining Trustees shall nominate one or two of their number (as appropriate) to act in substitution for the Chair and Vice-Chair throughout the procedure.
- 3.19 In exercising this procedure, regard shall be had at all times to the respect, dignity and privacy of the individuals concerned.

4. **“CONNECTED PERSONS” IN RELATION TO A MEMBER**

The following persons would be regarded as “connected” to a Member for the purpose of this Code of Conduct¹:

- 4.1 members of the Member’s family, including;
 - 4.1.1 his or her spouse, partner or any other person with whom the member lives (but this does not include grandparents or grandchildren, sisters or brothers, aunts or uncles or nephews or nieces);
 - 4.1.2 his or her step children or children (or the children or step children of any person with whom he or she lives);
 - 4.1.3 his or her parents; or
 - 4.1.4 any other related person who may be expected to influence or have influenced him or her in their dealings with the Charity;
- 4.2 a company with which the Member is connected either by owning 20% or more of the share capital of that company or by being entitled to exercise or control more than 20% of the voting rights in that company;
- 4.3 a trustee of a trust where either the Member or a person connected to him or her (under 1 or 2 above) is a beneficiary of the trust or a potential beneficiary;
- 4.4 a business partner of the Member or a business partner of a person who is connected to him or her (under 1 or 2 above); or

¹ If and only if, transactions between the Charity and that person are involved

- 4.5 any firm of which the Member is a partner or a person connected to him or her (under 1 or 2 above) is a partner in that firm.

This Code of Conduct was adopted by resolution of the Board on 15th December 2011.