

POLICY AND PROCEDURE



SoLO
Life
Opportunities

38 Walnut Close
Chelmsley Wood
Birmingham
B37 7PU

Charity No. 1102297
England Company No.
5025939

Trustee Code of Conduct and Conflict of Interest

Category: Trustee

Policy Statement

SoLO Life Opportunities strives to provide a quality service for a diverse range of people with learning disability and their carers in Solihull borough and to maintain independence in its management process.

The charity recognises that the role of trustee is a voluntary one and as such places a high value on the time and commitment given by them. However, it is essential that all trustees, as custodians of the charity, operate at a high standard.

The trustee purpose statement and code of conduct are all intended as tools that ensure trustees are fully aware of their roles and responsibilities and of the way in which SoLO Life Opportunities requires them to conduct themselves when engaged on charity business. Linked to this policy is the Trustee Recruitment and Induction Policy which aims to ensure trustees are suitable and equipped for the role they have agreed to undertake

SoLO Life Opportunities requires that all trustees do not abuse their official position for the benefit of themselves, family or friends. It is also considered an abuse of the position if a Trustee behaves inappropriately at a meeting either by the content of their discussion or if it is delivered in a disrespectful manner. Where abuse does occur, the board of Trustees would need to consider a vote of no confidence which could result in the removal of the individual trustee. Neither must they seek to gain benefit for a private business or other interest during the course of their official business. This is in line with the legal duties outlined above.

Introduction

SoLO Life Opportunities Memorandum and Articles of Association define the duties of trustees and the circumstances in which a trustee may benefit from the charity (Memorandum Clause 5)

Charity law and the Companies Act 2006 set out the legal duties of a director. These are:

Directors' Duties:

- To act within powers
- Duty to promote the success of the company for the benefit of the members (or in the case of charities, to achieve the charity's purposes)
- Duty to exercise independent judgment
- Duty to exercise reasonable care, skill and diligence
- Duty to avoid conflicts of interests
- Duty not to accept benefits from third parties
- Duty to declare interest in proposed transactions or arrangements with the company

The Directors of SoLO are its Trustees for the purpose of charity law. From time to time certain people are invited to attend and participate in board meetings for their areas of special interest. These people are not trustees, have no voting rights and may be asked to absent themselves from certain parts of a meeting. They will be asked to sign up to the same code of conduct as trustees and all parts of this policy will apply to them as if they were trustees.

Procedures

Role Description and Code of Conduct

Trustees will be asked to sign and abide by their role description and the Code of Conduct, which include matters relating to Conflict of Interest.

Responsibilities

Trustees are expected to:

- Ensure that the interest of the service user is paramount at all times
- Be impartial and honest in the conduct of their official business
- Use SoLO funds delegated to them to the best advantage of the service, always ensuring value for money
- Be open and explicit about companies that offer incentive for award or renewal of a contract for goods and services, so that it can be recognised and excluded from the evaluation of the contract during any tendering process.

- Attend 60% of board meetings and give notice of non-attendance prior to the meeting.

Trustees are expected to ensure that they **do not**:

- Abuse their official position for the benefit of themselves, family or friends
- Seek to gain advantage for a private business or other interest during the course of their official business.

Declaration of interest

Each year trustees will be asked to complete a '**declaration of interest**' form (appendix 1) which will be retained by the Company Secretary. During the course of the year they must also declare any new interests that arise. The Register should be kept up to date, will be reviewed annually and be available for scrutiny.

The Charity recognises that some of the trustees may also be carers and it is very likely that such trustees may have a conflict of interest in that they and their family benefit from SoLO services. Such a conflict of interest is understood but must be declared.

During any Board Meeting, Board members who make a declaration of interest of any agenda item should have that declaration recorded in the minutes of the meeting.

Acceptance or Offering of Bribes

Trustees must not request or accept a financial or other advantage in exchange for improperly performing a function or activity.

Trustees must not give or promise to give a financial or other advantage to another individual in exchange for that person improperly performing a function or activity.

The acceptance of gifts by way of incentive or reward is prohibited by the Prevention of Corruption Acts 1906 and 1916. SoLO must be impartial and honest in the conduct of its business and must ensure that its employees and volunteers remain beyond suspicion at all times.

Conflict of Interest

Trustees must declare any interest in an item under discussion and that declaration should be recorded.

The nature of the conflict will be considered by the Chair, in the light of Charity Commission guidance, and a decision will be made as to the action required.

Common situations

- In the case where the conflict of interest concerns a trustee who is also a carer or service user and who will benefit from the matter being considered, the trustee must declare the interest but can continue to play a part in the discussion and decision unless he/she is going to be the sole beneficiary of the service. However, in doing so the trustee must remember that his/her duty is to the whole charity and all its services.
- In the case where the trustee feels they may wish to apply for a job opportunity with SoLO they must have no involvement in the decision making process to create or retain the post or any aspect of the recruitment process and resign as a trustee before the post goes to open competition.
- In the case where a trustee is involved in other organisations or charities - conflict of loyalties can be a serious concern. Again, the conflict of interest must be declared and the trustee should not take part in the discussion or decision. They must remember that their over-riding duty must be to act in the best interests of SoLO Life Opportunities. The code of conduct requires that trustees also keep these matters confidential. In some circumstances it might be in the best interest of SoLO Life Opportunities to enter into partnership working arrangements with the organisation concerned. The trustee with the conflict of interest could inform the trustees of the potential opportunities, but must not be involved in making this decision.
- Our Memorandum and Articles do authorise for trustees to benefit financially, but only in very specific circumstances and the process must follow the memorandum (Clause 5) and be transparent.

Failure to adhere

Any trustee who fails to adhere to this policy could be asked to resign as a trustee of SoLO Life Opportunities.

Major funder employees as trustees

SoLO Life Opportunities retains the right to refuse the appointment of a trustee, or ask an existing trustee to resign, if SoLO enters into a contract with the organisation with which they work.

The charity believes that such trustees will be unable to contribute effectively in circumstances as this will present a situation where there will be many instances where the trustee will have a conflict of loyalty and confidentiality issues. In such cases, SoLO Life Opportunities will seek to find other ways in which to engage with the person/department in a way which is mutually beneficial and not creating the conflict of loyalty situation. This policy is also important in maintaining the independence of SoLO Life Opportunities.

Linked policies: Trustee Recruitment and Induction

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**Initial Declaration of
Conflict of Interest**

Complete this form in as much detail as possible, referring to the Code of Conduct & Conflict of Interest Policy for guidance. You may also wish to consult with the CEO for further advice and assistance. The information will be recorded and may be passed onto other parties.

Please type or handwrite this form; use additional sheets of paper if necessary

Your Name: Your Email Address:

Staff/Elected Officer/Trustee/Volunteer (please circle)

Directorships held (including Non-Executive Directorships)

Ownerships or part ownerships in private companies, businesses or consultancies

Positions held in other charities, or voluntary bodies in the field of health and social care

Relationships with another persons connected with SoLO (staff or service users)

Trustee Code of Conduct

Organisational values

As a Trustee of SoLO Life Opportunities, I promise to abide by the fundamental values that underpin all the activity of this organisation. These are:

Accountability

Everything SoLO Life Opportunities does will be able to stand the test of scrutiny by the public, the media, charity regulators, members, stakeholders, funders, Parliament and the courts.

Integrity and honesty

These will be the hallmarks of all conduct when dealing with colleagues within SoLO Life Opportunities and equally when dealing with individuals and institutions outside it.

Transparency

SoLO Life Opportunities strives to maintain an atmosphere of openness throughout the organisation to promote confidence of the public, stakeholders, staff, charity regulators and Parliament.

Additionally, I agree to the following points:

Law, mission, policies

- I will not break the law or go against charity regulations in any aspect of my role of trustee.
- I will support the mission and consider myself its guardian.
- I will abide by SoLO Life Opportunities policies.

Conflicts of interest

- I will always strive to act in the best interests of the organisation.
- I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
- I will submit to the judgment of the board and do as it requires regarding potential conflicts of interest.

Person to person

- I will not break the law, go against charity regulations or act in disregard of SoLO Life Opportunities policies in my relationships with fellow trustees, staff, volunteers, members, service recipients, contractors or anyone I come into contact with in my role as trustee.

- I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role as trustee.

Protecting the reputation of SoLO Life Opportunities

- I will not speak as a trustee of this organisation to the media or in a public forum without the prior knowledge and approval of the CEO or Chair.
- When prior consent has not been obtained, I will inform the Chair or CEO at once when I have spoken as a trustee of this organisation to the media or in a public forum.
- When I am speaking as a trustee of this organisation, my comments will reflect current policies of SoLO Life Opportunities, even when these do not agree with my personal views.
- When speaking as a private citizen I will strive to uphold the reputation of the organisation and those who work in it.
- I will respect organisational, board and individual confidentiality.
- I will take an active interest in the SoLO's public image, noting news articles, books, television programmes and the like about the organisation, about similar organisations or about important issues for the organisation.

Personal gain

- I will not personally gain materially or financially from my role as trustee, nor will I permit others to do so as a result of my actions or negligence.
- I will document expenses and seek reimbursement according to procedure.
- I will not accept substantial gifts or hospitality without prior consent of the Chair and in accordance with SoLO policy on the acceptance of gifts.
- I will use organisational resources responsibly, when authorised, in accordance with procedure.

In meetings

- I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by SoLO Life Opportunities
- I will abide by board governance procedures and practices.
- I will strive to attend all board meetings, giving apologies ahead of time if unable to attend.
- I will study the agenda and other information sent me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.
- I will honour the authority of the Chair and respect his or her role as meeting leader.

- I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- I will accept a majority board vote on an issue as decisive and final.
- I will maintain confidentiality about what goes on in meetings and other settings unless authorised by the Chair or board to speak of it.

Enhancing governance

- I will participate in induction, training and development activities for trustees.
- I will continually seek ways to improve board governance practice.
- I will strive to identify good candidates for trusteeship and appoint new trustees on the basis of merit.
- I will support the Chair in his/her efforts to improve his/her leadership skills.
- I will support the CEO in his/her executive role and, with my fellow board members, seek development opportunities for him/her.

Leaving the board

- I understand that substantial breach of any part of this code may result in my removal from the trustee board.
- Should I resign from the board I will inform the Chair in advance in writing, stating my reasons for resigning. Additionally, I will participate in an exit interview.

Print name.....

Signed..... **Date**.....

Annual Trustee Eligibility Declaration

Trustee 1	Trustee 2	Trustee 3	Trustee 4
Name	Name	Name	Name
Signature	Signature	Signature	Signature
Date	Date	Date	Date
Trustee 5	Trustee 6	Trustee 7	Trustee 8
Name	Name	Name	Name
Signature	Signature	Signature	Signature
Date	Date	Date	Date
Trustee 9	Trustee 10	Trustee 11	Trustee 12
Name	Name	Name	Name
Signature	Signature	Signature	Signature
Date	Date	Date	Date

<p>Working with Vulnerable groups</p> <p>Tick this box if your organisation works with vulnerable people (including children) and you declare that you have:</p> <ul style="list-style-type: none"> Read and understood the Charity Commission’s Safeguarding guidance Carried out all trustee eligibility checks the law requires and on the basis of those checks are satisfied that the people acting as Trustees are both eligible and suitable to act as trustees of this charity. 	<input style="width: 40px; height: 25px; border: 1px solid black;" type="checkbox"/>
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PTO

Trustee eligibility and responsibility

By signing this form, you declare that you:

- Are willing to act as a trustee of the **organisation named above**
- Understand your organisation's purposes (objects) and rules set out in its governing document
- **Are not prevented from acting as a trustee** because you
- Have an unspent conviction for an offence involving dishonesty or deception
- Are currently declared bankrupt (or subject to bankruptcy restrictions or an interim order)
- Have an individual voluntary arrangement (IVA) to pay off debts with creditors
- Are disqualified from being a company director
- Are subject to an order made under section 429(2) of the Insolvency Act 1986
- Have previously been removed as a trustee by us, the Scottish charity regulator or the High Court due to misconduct or mismanagement
- Have been removed from management or control of any body under section 34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (or earlier legislation)

You also declare that:

- The information you provide to the Charity Commission is true, complete and correct
- You understand that it is an offence under section 60(1)(b) of the Charities Act 2011 to knowingly or recklessly provide false or misleading information
- Your organisation's funds are held (or will be held) in its name in a bank or building society account in England or Wales
- You will comply with your responsibilities as trustees – these are set out in the Charity Commission guidance **The essential trustee (CC3)**
- (if applicable) the primary address and residency details you provide in a charity registration application are correct and you will notify the Charity Commission if they change

Personal benefit

If your organisation pays (or will pay) any trustee for being a trustee OR any trustee or person connected to them for providing goods and services you declare that this will:

- Be in the organisation's best interests
- Be lawful and authorised
- Help the organisation carry out its purpose (or be a necessary by-product of it carrying out its purpose)