# Trustee Code of Conduct

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## Introduction

* 1. The Board of Trustees holds the ultimate legal and financial responsibility for the Royal Town Planning Institute (RTPI) and every Trustee has statutory duties and legal responsibilities explained in the Charity Commission’s publication “The Essential Trustee”, [the Charities Act 2011](https://www.legislation.gov.uk/ukpga/2011/25/contents) and the [Trustee Act 2000](https://www.legislation.gov.uk/ukpga/2000/29/contents).
	2. This document aims to provide clarity and guidance to assist Trustees in fulfilling their legal responsibilities, upholding the values of the RTPI and being a ‘critical friend’ to senior executive team at the RTPI.

## General Conduct

* 1. Trustees are required to act with honesty and integrity and exercise good judgement which may include seeking professional advice on appropriate matters on which they do not have relevant expertise.
	2. Trustees are required to act in the best interests of the RTPI at all times.
	3. Trustees are also required to act in accordance with The Seven (‘Nolan’) Principles of Public Life:
		1. **Selflessness**: Holders of public office should act solely in terms of the public interest.
		2. **Integrity**: Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
		3. **Objectivity**: Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
		4. **Accountability**: Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
		5. **Openness**: Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
		6. **Honesty**: Holders of public office should be truthful.
		7. **Leadership**: Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

## Independence

* 1. Trustees are required to act independently, particularly in relation to assets, property, legal and regulatory obligations.
	2. Trustees should conduct themselves with integrity and in a manner which does not damage or undermine the reputation of the RTPI including fellow Trustees, Standing Committee members, other volunteers and employees. More specifically, Trustees:
		1. 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 duties;
		2. must avoid actual impropriety and any appearance of improper behaviour.
	3. Trustees must not act in order to gain financial or other benefits for themselves or for any persons connected to them such as their family, their friends, or any organisation that they own, manage or work for.
	4. Trustees should avoid accepting gifts and hospitality that might reasonably be thought to influence them in carrying out their role as Trustee. Please see section 12 for further information.

## Trustee Roles and Competencies

* 1. Trustees should:
		1. Understand and perform their roles and responsibilities to the best of their abilities at all times and in accordance with the Trustee Responsibilities, Behaviours and Competences.
		2. Be prepared to provide adequate time and commitment as required to fulfil the role of Trustee, adequately preparing for meetings and participating in committees and special events when required.
		3. Be open to constructive feedback and make time for personal development and reflection, in order to be an effective Trustee, including for example taking part in any board effectiveness reviews and individual Trustee appraisals that may take place.

## Board and Other Meetings

* 1. Trustees should:
		1. Aim to attend all meetings, contribute appropriately and effectively, and avoid dominating meetings and the contributions of other Trustees and staff.
		2. Always respect the authority of the Chair of the Board of Trustees, and the Chair of any meeting.
		3. Bring a fair and open-minded view to all discussions of the Board of Trustees, maintain a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the best interests of the RTPI.
		4. Bring a genuinely independent perspective to enhance decision-making.
		5. Abide by decisions made by the Board of Trustees or Committee even when the Trustee has not voted in favour of the decision, understanding that all Trustees share collective responsibility for these decisions. Ensure their contributions are informed and impartial when presenting views on topics in meetings while listening to and respecting the input and experience of other attendees.
		6. Always question something that they don’t understand.

## Working with RTPI Staff

* 1. The Board of Trustees is responsible for the staff that the RTPI employs and therefore should treat all RTPI staff with respect and courtesy. Not only is this an important requirement for any employer, it also helps to ensure that staff carry out their work smoothly and efficiently in accordance with the schemes of delegation without interference.
	2. Trustees should act as ‘critical friends’ and should ensure that questions and comments to staff are framed so as to provide constructive and positive challenge in a respectful way. This means that Trustees should:
		1. Aim to support RTPI staff in carrying out their duties and always, in terms of their conduct, serve as an example of how everyone in the RTPI should conduct themselves in order to reflect the values of the RTPI.
		2. Work considerately and fairly with everyone in a way that respects diversity, different roles and boundaries and avoids giving offence.
		3. Accept and respect the difference in roles between the Board of Trustees as setting strategic direction on the one hand and RTPI staff as conducting operational matters on the other, ensuring that the Board and any RTPI staff work effectively and cohesively for the benefit of the RTPI and develop a mutually supportive and trusting relationship by:
			1. respecting management arrangements and avoiding any actions that might undermine such arrangements;
			2. not interfering in the performance by RTPI staff of duties delegated to them within the RTPI while ensuring that RTPI staff are held to account through the manager/CEO, as appropriate and through reports to the Board.

## Legal Requirements and Policies

* 1. Trustees must:
		1. Act in accordance with the RTPI’s governing document and ensure that the RTPI complies with all relevant and applicable laws including charity law, company law, health and safety law, data protection law and employment law.
		2. Promote and preserve the obligations of confidentiality about sensitive board matters. However, the requirement for confidentiality may not apply if it becomes necessary for the Trustee to inform the Charities Regulator or any other statutory body about any matter, which could threaten the future of the RTPI or could represent a breach of any law with which the RTPI is required to comply.
		3. Abide by the RTPI’s conflict of interests policy and ensure the RTPI’s register of interests is completed and updated as required.
		4. Abide by any equality, diversity, safeguarding, health and safety, bullying and harassment policies and any other policies agreed by the Board of Trustees.
		5. Ensure that claims for out of pocket expenses are made in accordance with agreed procedures.

## Dealing with the Press

* 1. No Trustee should speak to the press in relation to the RTPI without direct approval from the Chief Executive or Director of Communications. Trustees should not provide information to the media or do anything which could lead to the disclosure of anything said or discussed at any confidential session of the Board of Trustees or any of its committees. Trustees need to be careful when speaking at events when they are representing other bodies, including their employers, lest anything said is seen as representing the RTPI’s views. (see below)

## Dealing with the Wider Domain

* 1. Trustees may also need to articulate developments within the Board of Trustees on matters of general principle to other audiences and may also wish, on occasion, to take soundings from others on matters which are being or may be discussed. In conducting such discussions, Trustees must ensure that matters relating to discussions held in the confidential session of any board meeting or any of its committees are not disclosed. Bearing in mind their corporate responsibilities, Trustees should also make it clear to others in what capacity they are speaking, either as a representative of the RTPI or in another rcapacity such as on behalf of their employers or other organisation which they may be representing at a meeting or conference.
	2. Trustees should take time to read and understand the RTPI’s [Social Media Policy](https://www.rtpi.org.uk/media/9835/rtpi-social-media-policy.pdf) and always act in accordance with it.

## Party Political Activity

* 1. The RTPI as a charity remains politically neutral at all times.
	2. Trustees must abstain from all party political activity in their role as RTPI Trustees and attend only to promote RTPI policy at Party and other political conferences if they are attending in an RTPI capacity.
	3. Trustees should not make party political statements or engage in any other political activity relating to the RTPI’s work. Subject to the above, Trustees may engage in party political activity but should, at all times, remain conscious of their responsibilities as a Trustee and exercise proper discretion. Trustees should inform the Chair and Chief Executive before standing for any party political office.

## Negligent Statements

* 1. Although any legal proceedings initiated by a third party are likely to be brought against the Board of Trustees as a body, a Trustee may be personally liable if they make a fraudulent or negligent statement which results in loss to a third party. A Trustee who misuses information gained by virtue of their position may be liable for breach of confidence under the law applicable within the UK. In these cases they may not be covered by the RTPI’s Trustees’ Indemnity insurances.

## Conflict of Interest

### Public Duty and Private Interest

* + 1. Trustees must avoid being in a position where there is, or might reasonably be perceived to be, a conflict between their personal interests and their duty as a Trustee. Where a Trustee has a direct connection with an individual or organisation with whom or which the RTPI is dealing, then the interest must be declared and any potential conflict considered by the Chief Executive in conjunction with the Honorary Secretary and Solicitor and Chair of Board of Trustees.
		2. Trustees must also declare any pecuniary interests, for example, a contract with a company where the Trustee is an officer or shareholder, or where there is a business, professional or personal relationship. Trustees must such interests in any matter coming before the RTPI Board of Trustees or any of its committees where the Trustee represents the Board.
		3. Non-pecuniary interests are also important to declare. Trustees must not allow the impression to be created or exist that they are, or might be, using their position to promote private or personal interests, rather than promoting the general public interest. Particular care must be taken with an interest arising from holding office with, or membership of, a society, or of a common interest group such as a professional body or trade association. As a general guide, if a Trustee is in any doubt as to whether an interest should be declared, that in itself is an indication that it should be declared.
		4. Trustees must provide their declaration/s of an interest in writing before and orally at each meeting, the Chair must then consider whether there is a potential conflict and ensure that the Trustee does not take part in any discussion, decision or vote where the interest might be held to give rise to a conflict or might reasonably be perceived to be a conflict. Trustees may be required to leave the meeting for agenda items where they have such an interest and will not participate in any votes for those items.
		5. It is not enough to avoid actual impropriety. Trustees must at all times avoid any occasion for perceived and/or the appearance of improper conduct.
		6. Please refer to the Conflict of Interest Policy for further information.

### Gifts and Hospitality

* + 1. Trustees should not place themselves under any obligation to outside individuals or organisations that might influence them in the performance of their official duties or, just as importantly, that could give rise to a perception that they might be so influenced. Trustees should avoid accepting hospitality or gifts that might call into question their independence or impartiality.
		2. Trustees should disclose for publication any gift, hospitality or benefit received, or offered, either in their capacity as a Trustee or connected with the performance of their duties. It is good practice to record gifts or hospitality irrespective of their value and a declaration must be made if the value of the gift or hospitality is £25 or more. Trustees are not required to declare events that the RTPI have invited them to attend.
		3. Please refer to the Conflict of Interest Policy for further information.

## Register of Interests

* 1. Trustees are obliged to provide details of any financial, family or professional interests that may be relevant to the work of the RTPI, including details of their financial and legal status, i.e., details regarding insolvency; criminal convictions or anything else that is not consistent with the highest standards of professional conduct by completing an annual Register of Interest and declaration form which must be kept up to date. A copy of this form, along with guidance on how to complete it, can be found on the Board Portal. Not all interests listed in the Register may give rise to a conflict.

## Insurance Declaration

* 1. Trustees are obliged to complete an annual declaration as is required under the Board’s insurance policy.

## Allowances and Expenses

* 1. Trustees claiming expenses must comply with the RTPI [Expenses Policy](https://www.rtpi.org.uk/media/9859/instructions-for-claiming-expenses-2021.pdf).

## Acting Ultra Vires

* 1. It is a general principle of law that a body corporate can only act in accordance with the terms of its founding statute, charter or constitution. It follows from this that RTPI Trustees can exercise powers only insofar as these are expressed or reasonably implied by the Royal Charter. If the Board of Trustees acts out with its powers, it is deemed to be ultra vires (literally, “beyond the power” of the Board).

## Breach of the Code

* 1. Any alleged breach of this Code by a Trustee will be dealt with using the [Volunteer Problem Solving Procedure](https://www.rtpi.org.uk/media/9833/rtpi-problem-solving-procedure-for-volunteers.pdf) with reference to [Bye Law 65](https://www.rtpi.org.uk/about-the-rtpi/governance/royal-charter-byelaws-and-regulations/).
	2. Consistent breach of this Code by a Trustee may result in the Trustee’s tenure being terminated.