



Giving a voice to museum people  
in the North West since 1927

## Code of Conduct for Board Members

A code of conduct for Board Members (=Directors) ensures high standards and makes it clear what standards of behaviour and probity are expected from all. Failure to comply with this code could lead to the Director being asked to step down or voted off the Board. Directors of NW Fed are also the Trustees as the Company is registered as a charity.

Nolan's **Seven Guiding Principles for Standards in Public Life** and the requirements of Charity Law provide the starting point for good practice:

### 1. Selflessness

Directors have a general duty to act in the best interests of and promote the success of NW Fed. They should not do so in order to gain financial or other material benefits for themselves, their family, their friends or their employer.

### 2. Integrity

Directors should exercise independent judgment and 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 well as avoiding actual impropriety, Directors should avoid any appearance of improper behaviour and should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement.

### 3. Objectivity

In carrying out their role, including making appointments (including trustee appointments), awarding contracts, recommending individuals for rewards and benefits or transacting other business, Directors should ensure that decisions are made solely on merit and in the interests of NW Fed. In order to do this effectively Directors should always be mindful of conscious and

unconscious bias and endeavour to prevent these biases influencing decisions.

#### **4. Accountability**

Directors have a duty to comply with the law on all occasions in accordance with the trust placed in them and in such a way as to preserve public confidence in NW Fed; they are accountable for their decisions and actions to the public, funders and the organisation's customers and users. They must submit themselves to whatever scrutiny is appropriate for their role.

#### **5. Openness**

Directors should ensure that confidential material, including material about individuals, is handled with due care in compliance of the General Data Protection Regulations. They should, however, be as open as possible about their decisions and the action that they take. They should be prepared to give reasons for their decisions and restrict information only when the wider interest clearly demands.

#### **6. Honesty**

Directors have a duty to declare any interests relating to their trustee/director role and to take steps to resolve any conflicts that may arise. Where private interests of a Board Member conflict with trustee/director's duties, he/she must resolve this conflict in favour of the trustee/director role; they must make relevant declarations of interest in the different circumstances and roles they play both within and outside NW Fed.

#### **7. Leadership**

Directors should promote and support the principles of leadership by example and by fulfilling the principles above.

### **Other Requirements**

#### **Dealings with contractors**

There may be circumstances under which Directors will be working directly with NW Fed's contractors. Guidelines for such working relationships must be clear to all parties. If Directors are themselves working as 'hands on'

volunteers for the organisation they should not expect any special treatment.

## **Conflicts of Interest**

A Director who has a financial interest in a matter under discussion, should declare the nature of his/her interest, withdraw from the room and not take part in the discussion or vote. This would apply most notably if a Director, or an individual or organisation connected to the Director, was applying for a grant.

If the interest is not a direct financial interest of the Director, but nonetheless one which creates a real danger of bias, that is, the interest affects him/her, or a member of his/her household, or another connected person or organisation, more than the generality affected by the decision; then he/she should declare the nature of the interest and not participate in the discussion or decision.

If a Director has an interest in the matter under discussion, but no more than the generality, he/she should declare the nature of the interest, but may remain in the room, participate in the discussion and vote if he/she wishes.

It is crucial that no Director behaves in a way that could give rise to external speculation that s/he is taking advantage of a position on the board, even if that is not the case. A Director should step down in this situation rather than jeopardise the reputation of the organisation. In situations such as the awarding of a contract or grant, the process must be absolutely transparent.

If in any doubt about the application of these rules, s/he should consult with the Chair for a ruling.

## **Attendance**

Board Members are expected to make every effort to attend all Board or sub-committee meetings as well as any major events organised by NW Fed. Attendance of less than 75% would lead to a review of that person's ability to fulfil their responsibilities, however well intentioned. Directors are entitled to receive reasonable out of pocket expenses.

The organisation will make every effort to arrange meetings at times which are generally acceptable to Board Members; not to arrange them at short notice unless unavoidable and to avoid changing dates of planned meetings.

## **Debate and discussion**

Directors will be expected to be open about their views in discussion, but also to be tolerant of those holding divergent views. Once a decision has been reached all Board Members will be expected both to accept the decision and to support it externally – the principle of Cabinet Responsibility.

## **Board appraisal**

Board members will be expected to participate in periodic reviews of team performance of the Board as a route to improved performance by the Board.

July 2021 Code of Conduct (v20210715). To be reviewed every two years.