



THE UNIVERSITY OF THE THIRD AGE

# SHIPSTON ON STOUR AREA U3A TRUSTEE CODE OF CONDUCT

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## CONTENTS

- 1. Introduction.....p2
- 2. General .....p2
- 3. Committee Meetings.....p3
- 4. Code of Conduct Breach .....p5
- 5. Data Protection.....p6

Appendix 1 Acknowledgement and Data Consent .....p7

## Change Log

Version	Summary of changes
June 2019	Amendment of Section 3, Chair’s casting vote (decision EC mtg 11 Jun 19) Addition of Section 3, Fall-back decision making (decision EEC mtg 25 Jun 19) Addition of final para to Section 5, Data Protection (general reminder)

## 1. Introduction

Only fully paid-up members of Shipston on Stour Area U3A (SOSAU3A) shall be eligible to become an Executive Committee Member. Members may only serve on the Executive Committee of one U3A.

Members of Shipston on Stour Area U3A (SOSAU3A) Executive Committee, whatever their capacity, are Charity Trustees, of both SOSAU3A and the national U3A.

“Charity trustees are responsible for controlling the management and administration of a charity. They should work together as a team and have collective responsibility for their charity” (Charity Commission).

Trustees exercise their control through the collective decision making at Committee Meetings and the resulting actions.

This Trustee Code of Conduct spells out the standards of behaviour expected from SOSAU3A trustees. In the event of any conflict between this Code of Conduct and any national U3A documents, the latter shall take precedence.

By standing for election or taking a position on the Committee, such members agree to abide by this Code of Conduct.

The use of the gender neutral ‘Chair’ is used throughout this document to indicate the current holder of the position of Chairman or Chairwoman and specifically the person running a meeting.

## 2. General

- Trustees must read the Charity Commission leaflets on the responsibilities of Charity Trustees CC3, CC3a and ‘Being a Trustee’, which can be downloaded from the Charity Commission website.
- Trustees are expected to know, follow and promote the Aims and Guiding Principles of the U3A Movement at every opportunity.
- Trustees must always act in the best interests of SOSAU3A and the U3A Movement, strive to uphold its reputation and never do anything which could bring SOSAU3A or the Movement into disrepute.
- Trustees are expected to reflect the current organisational policy of SOSAU3A, regardless of whether it conflicts with their personal views.
- Trustees are expected to abide by SOSAU3A’s governance procedures and practices.
- Trustees are expected to have read the SOSAU3A Constitution.
- Trustees must never derive any pecuniary benefit from being a trustee and must notify the Chair of any gifts received.
- Trustees are expected to use SOSAU3A’s resources responsibly and in accordance with its stated objects.
- Trustees should inform the Chair before accepting an invitation to speak on behalf of the U3A.
- Trustees will respect both the authority of the Chair in the role of meeting leader and accept majority committee votes as final.
- Trustees are expected to treat fellow committee members courteously and maintain a respectful attitude towards the opinions of others.
- Organisational, committee and individual confidentiality must be respected at all times.

### 3. Committee Meetings

- **Preparation for and attendance**

Trustees are expected to study the agenda and all supporting papers prior to the meeting. Trustees should strive to attend all meetings. Unauthorised non-attendance for three consecutive meetings may result in the Trustee being suspended while the matter is investigated (See Procedure to be followed in the case of any Breach of this Code of Conduct).

- **Conflict of Interest**

Trustees must declare a conflict or possible conflict of interest at the start of the committee meeting or at the earliest possible opportunity. The Chair will then decide whether to exclude the trustee from a particular item or even from the whole meeting. In the event that the Chair has a conflict of interest, then the committee should request the Vice-Chair to rule on the matter.

- **Confidentiality**

In order that all trustees feel comfortable expressing their views and ideas it is essential that everybody maintains complete confidentiality outside the committee.

The decisions made by the committee are minuted and once approved, are available on request to members. Care must therefore be taken to ensure confidentiality is maintained. It shall not be possible to infer from the minutes, the direction of voting of any particular member.

- **Corporate responsibility**

No matter what individual trustees' opinions or voting choices are, once an item is approved by the committee, all trustees must accept it as decisive and final, without further comment.

- **Conduct during meetings**

In order to maintain efficient and effective meetings, the following shall be generally observed.

- Unless by prior agreement with the Chair, attendees shall make themselves available for the full duration of the meeting. Normally committee meetings will be expected to last no more than 2 hours.
- Unless by prior agreement with the Chair, attendees are expected to turn off mobile phones and other communications equipment.
- Attendees are expected to make a full contribution to any discussion and decisions, without the distraction of extraneous non-relevant material and equipment.

- **Chair's casting vote**

The meeting Chair shall exercise a deliberative vote during any voting process. In the event of a tie, the Chair shall exercise an additional casting vote which will determine the outcome of the vote. It is customary for the Chair to cast the vote in a manner to preserve the status quo unless there is an overriding need to do otherwise. The use of the casting vote shall be recorded.

- **Fall-back decision making**

In the event that a decision is required urgently before the next EC meeting, one of the Officers is authorised to distribute and email to all EC members outlining the issue and requesting a simply YES/NO vote on the stated motion.

EC members not responding within 24 hrs will be deemed to have abstained.

Your attention is drawn to the following clauses from the Constitution.

***The Constitution in Clause 10 v states that 'every decision shall be determined by a majority of votes of the members of the Executive Committee present [must be a quorum of 1/3<sup>rd</sup> of EC members]'. Clause 10 vii allows the EC to alter the rules for the conduct of their meetings but that 'no rule shall be made which is inconsistent with this constitution'.***

In pursuing the 'fall-back' approach, every care shall be taken not to contravene the Constitution.

## **4. Code of Conduct Breach**

In the event of a report of any trustee allegedly breaching the code of conduct or if a breach becomes apparent, the Chair will immediately appoint two trustees to establish the facts and report back. The result of these investigations must not be disclosed to any other trustees.

**NB. If the complaint concerns the Chair, then the Officers acting as a group should take responsibility.**

For minor breaches of the code, The Chair shall use his/her best endeavours to resolve the problem amicably and quickly, through an informal chat with the trustee in question, especially if the breach has occurred during a committee meeting and therefore requires no prior investigation. However, even an informal discussion should not be vague. The problem or issue needs to be identified, the views of the trustee should be heard and the Chair should make clear the change required and the consequences of repeating the behaviour in question. A written record of the informal discussion should be kept on file, but it should be stressed that this is not part of any formal disciplinary procedure.

However, if this process is not effective in reaching a solution or if it is felt that the breach is serious enough to require formal disciplinary action, the following procedure should be applied.

### **Level 1**

A verbal warning from the Chair making clear the nature of what was unacceptable and warning about future conduct should be given. This should be recorded with a date and kept on file.

### **Level 2**

A confidential letter from the Chair clearly itemising the unacceptable behaviour, stating the improvement required with immediate effect.

### **Level 3**

A final written warning should be given. This will state that if the behaviour is repeated again the trustee will be asked to leave the committee, with immediate effect. At this stage the committee will be fully informed and copied in to all correspondence.

### **Level 4**

The trustee is asked to leave.

### **Right of Appeal**

At each stage of the formal disciplinary procedure there is a right of appeal providing it is lodged within a 7 day period. This can take the form of written representation or the desire for a right of reply.

### **Hearing an Appeal**

If a decision is appealed and the trustee wished to appear before the committee, the trustee should be invited to attend a specially arranged meeting, with a friend if so desired, who may also speak. The Chair should summarise the issue and invite the trustee to state his/her case.

The trustee should then be informed when a decision will be communicated.

The matter should be fully discussed, taking into account any mitigating circumstances.

Once a decision is reached the trustee should be informed in writing.

**N.B. The committee's decision following any appeal is final.**

**Absolute confidentiality must be maintained.**

**Should you be in the unfortunate situation of having to resort to the formal disciplinary procedure, please remember the following:-**

- All action taken must be documented.
- You must at all times act fairly and even-handedly.
- In most cases disciplinary action should begin at Level 1.
- Levels 3 & 4 should only be invoked in the case of either extremely serious breaches of the code or a persistent repetition of behaviour which the trustee has previously been warned about. Examples of extremely serious breaches are:-
  - Grossly indecent or immoral behaviour – sexual/racial abuse, discrimination, harassment, bullying
  - Dangerous or violent behaviour
  - Incapacity caused by medication/drugs/alcohol
  - Falsification of expense claims
  - Theft
  - Malicious damage
- SOSAU3A Constitution Section 9 state that a trustee will cease to hold office if he/she is:-
  - Disqualified by virtue of section 72 of the Charities Acts 1993, e.g. criminal conviction, bankruptcy etc.
  - Incapable of administering his/her own affairs
  - Absent without the permission of the committee from 3 consecutive meetings
  - Notifies in writing a wish to resign.
  - Ceases to be a member of SOSAU3A.
  - Becomes an Officer or non-Officer member of the Executive Committee of another U3A.

In addition, the following shall cause the trustee to cease to hold office:-

- Bringing the U3A into disrepute or behaving in a way which is prejudicial to the U3A
- Failing to abide by the terms of the constitution or the decisions of the committee

## 5. Data Protection

Your attention is drawn to the SOSAU3A Data Protection Policy drawn up in response to the GDPR data protection regulations. As trustees, we are all responsible for compliance with this section of the law as well as all aspects of the management of SOSAU3A.

In particular, trustees should make themselves familiar with Sections 8 and 9 and are requested to return the acknowledgement and data consent form at the end of this document, to the Business Secretary, upon receipt of this document.

Trustees should avoid the distribution of EC member's contact details outside the EC, especially when communicating with the wider membership. Some EC members may wish that only a subset of their contact details be widely distributed, and their wishes must be complied with.

**APPENDIX 1: DOCUMENT ACKNOWLEDGMENT AND DATA CONSENT**

I confirm that I have read and understood the attached document, Shipston on Stour Area U3A Trustee Code of Conduct.

I also confirm that I consent to my personal contact details, i.e. name, phone number, email address and home address being freely shared with all other committee members.

Name:.....

Signature.....Date.....