## Commitment Member Code of Conduct

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<tr>
<td>Version</td>
<td>1.1</td>
</tr>
<tr>
<td>Effective from</td>
<td>3 October 2018</td>
</tr>
<tr>
<td>Review date</td>
<td>2021</td>
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<td>Owner</td>
<td>Chair of the Board</td>
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<td>Prepared by</td>
<td>Company Secretary</td>
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<td>Board:</td>
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<td>Superseded documents</td>
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<td>Related documents</td>
<td>Memorandum and Articles; Bylaws</td>
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<td>Relevant external law, regulation, standards</td>
<td>Companies Act 2006; Charities Act 2011</td>
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### Change History

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COMMITTEE MEMBER CODE OF CONDUCT

This code of conduct provides committee members with guidelines as to the standards and behaviours that the Royal College of Speech and Language Therapists (the RCSLT) expects from them individually and collectively when acting on behalf of, or representing the RCSLT. The RCSLT’s Trustees are the legal custodians of the charity and its assets, and their application for the public benefit under the Charities Act and are also the legal directors of the company. Committee members play an important part in the governance of the charity and are expected to act with a corporate approach in the fulfilment of their responsibilities, and to adhere to the same standards as Trustees, with the exception that they do not have legal responsibility. As far as this Code of Conduct is concerned, the guidance given is based upon that which is endorsed by the Charity Commission and supplemented where necessary by the requirements of the Companies Act.

Committee members should be aware of the following documents:

- The Charity Trustee – What’s Involved - https://www.gov.uk/charity-trustee-whats-involved (CC3a)
- The Charity Governance Code
- the RCSLT’s role specifications for committee members
- the RCSLT’s Memorandum and Articles
- the RCSLT’s Bylaws

Committee members should read:

- the Board of Trustees Terms of Reference
- the Terms of Reference for both their own committee and the other committees which are in the governance structure (FRC, PPC, DSOC) (provided separately at time of application)
- the role specification for committee members (provided separately at time of application)
- the RCSLT’s meeting etiquette and protocol – see Appendix 1
- the RCSLT's conflicts of interest policy
- the RCSLT’s anti-bribery policy
- the RCSLT’s gifts and hospitality policy
- the RCSLT's equality policy
- the RCSLT’s trustee complaints procedure
- the RCSLT’s raising concerns policy
- the RCSLT’s Strategic Plan, including the mission and purpose statements.
Why we have a code of conduct

The Board has ultimate responsibility for all actions carried out by the staff, committees, working groups, volunteers and others who work directly on the RCSLT’s behalf. This responsibility includes delegated responsibility for the stewardship of charitable resources and the provision of services to our members in support of our charitable aims.

The Board is therefore determined to ensure the organisation inspires confidence and trust amongst its beneficiaries, members, staff, partners, supporters, funders and suppliers by demonstrating integrity and avoiding any potential or real situations of undue bias or influence in the decision-making of the RCSLT and in dealings with staff and volunteers.

The Memorandum and Articles and ByLaws of the RCSLT make provision for the election and appointment of trustees, the practice and procedure of trustee decision-making, tenure of office and ultimately the removal of trustees. Committees are governed in the same manner and this code of conduct complements these governing documents and gives more detail of the behaviours expected from committee members and the circumstances when they may be held to account.

Induction and training

In order for committee members to be effective in performing their duties and responsibilities, it is essential that they are aware of the nature of the work of the charity and its operating environment, including the roles of staff. In order to prepare and support committee members, the RCSLT will provide a comprehensive induction and ongoing development opportunities.

Individual committee members are invited to speak to their committee Chair or the company secretary about any further information or training needs.

Committee members are expected to attend induction and training programmes, given reasonable notice, in line with any individual or collective requirements identified by the member themselves, by the committee Chair or the periodic committee performance appraisal.

The RCSLT is supportive of mentoring new committee members, supported by SMT as required. Chairs of committees will review new committee members’ experiences of their time on the committee six months after joining, to identify any areas of concern and receive suggestions for improving areas of governance.

Committees, collectively and individually are expected to undertake a periodic performance appraisal exercise to assess the skills set and competencies available to the RCSLT and to identify areas for future development and training. This process will be led by the committee Chair.

Role and function of committee members

The RCSLT will provide committee members with guidance outlining their specific role and responsibilities by means of role descriptions.

In fulfilling their general roles and responsibilities individual committee members must:
• adhere to the RCSLT's rules and policies, including the Memorandum and Articles, Bylaws and any other policies and standing orders, and support its charitable objects
• act in the best interests of the RCSLT at all times, taking professional advice where necessary
• contribute to the work of the committee in order for it to fulfil its role and functions as defined in its Terms of Reference recognise that their role is a collective one and that any task or function delegated to an individual committee member does not relieve the other committee members of the responsibility for that task or function
• support and assist the Senior Management Team lead(s), where applicable.

Conflicts of interest and loyalty
Committee members are expected to act in the best interests of the RCSLT and to declare any conflicts of interest or loyalty, as required by the RCSLT Conflicts of Interest Policy.

Standards of conduct
Committee members are required to adhere to the highest standards of conduct in the performance of their duties. This code of conduct respects and endorses the seven principles of public life promulgated by the Nolan Committee and all committee members are expected to perform their duties in accordance with them. Reference to “Public office” in the Nolan principles have been replaced by “charitable office”, and the principles below apply equally to committee members of a charity as to those working in the public sector. The seven principles are:

• selflessness - holders of charitable office should act solely in terms of the interests of the charity.
• integrity - holders of charitable office must not place 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.
• objectivity - holders of charitable office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
• accountability - holders of charitable office are accountable for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
• openness - holders of charitable office should act and take decisions in an open and transparent manner. Information should not be withheld from the charity’s members unless there are clear and lawful reasons for so doing.
• honesty - holders of charitable office should be truthful.
leadership - holders of charitable 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.

For information, these principles should be compared with the statutory duties imposed upon trustees (as legal directors) by sections 170 – 177 of the Companies Act:

- duty to act within powers
- duty to promote the success of the company
- duty to exercise independent judgement
- duty to exercise reasonable care, skill and diligence
- duty to avoid conflicts of interest
- duty not to accept benefits from third parties
- duty to declare interest in proposed transaction or arrangement

In addition, the RCSLT requires committee members to perform their duties in accordance with the vision, purpose and values of the organisation. Committee members are encouraged to:

- value fellow committee members, even when there are differences in opinion
- adhere to the RCSLT's meeting etiquette (see Appendix 1)
- treat the RCSLT's employees, trustees and fellow committee members with respect and in accordance with the charity's policies.
- be mindful of conduct which could be deemed to be unfair or discriminatory
- conduct themselves in a manner which reflects positively on the RCSLT when representing the RCSLT, attending external meetings or any other events.

All committee members are expected to understand, agree and promote the RCSLT's equal opportunities policy in every area of their work. Their committee’s activities should not prejudice any part of the community on the grounds of age, disability, gender, gender reassignment, pregnancy and maternity, race, nationality, religion or belief, or sexual orientation. Any actual or perceived prejudicial action, views or comments shall be investigated and dealt with in line with the complaints procedure and could result in the committee member being removed from office.

**Stakeholder engagement**

Committee members are accountable to a range of interested parties for their actions and as such decision-making and governance issues should be as transparent as possible, except for when confidentiality is required or there is likely to be a breach of the RCSLT's data protection policy.

Committee members are accountable to the membership. In order to demonstrate their accountability to the charity's wider community and the Charity Commission, committee members are encouraged to attend events and provide opportunities to meet, talk and listen to the members, partner organisations they represent and the public, in order to best
understand their views and concerns.

Committee members should be fully aware of their representative functions and should not become personally involved in those operational matters that should rightly be handled by the appropriate member of staff or other designated person. Committee members may be asked to act as a conduit for forwarding comments and concerns to their committee Chair, or to the Board Chair/Deputy Chair and CEO, when presented with a complaint from a member, service user, beneficiary or the general public.

Meetings

Committee members have a responsibility to attend meetings of their committee. When this is not possible they should submit an apology to the committee Chair or secretary in advance of the meeting. Committee members are expected to attend for the duration of each meeting.

Absence from committee meetings without good reason established to the satisfaction of the committee Chair could result in the individual committee member being removed from the committee.

Non-attendance of two consecutive committee meetings will result in the committee member being deemed to have resigned their position, unless the grounds for absence are regarded as satisfactory by the committee. An appeals process is available for those committee members wishing to argue against their removal.

Confidentiality

All committee members are required to respect the confidentiality of the information they are exposed to as a result of their membership of a committee. All committee members, when dealing with difficult and confidential issues, are required to act with discretion and care in the performance of their role.

Committee members are not allowed to speak to the media about RCSLT business. In situations concerning potential whistleblowing matters, committee members are encouraged to adhere to the RCSLT's Raising Concerns policy to resolve the matter, in the first instance.

Any allegations of breaches of confidentiality will be investigated under the complaints policy and could result in the removal of any committee member involved in such a breach.

Ceasing to be a committee member

Committee members are expected to comply with the same qualifications as those required of a trustee throughout their period of tenure, as defined in the auto-disqualification declaration. Any changes that would render the committee member ineligible to serve must be forwarded to the company secretary.

Committee members may resign their office ahead of their three-year tenure by writing to the committee Chair or company secretary. Depending on the reasons and circumstances of the resignation, the committee Chair may decide to formally record those particulars in the minutes of the next committee meeting.
The confidentiality requirements referred to above continue to apply after the committee member leaves office.

**Code of Conduct non-compliance**

In addition to this code of conduct, a Trustee Complaints Procedure operates to cover allegations made against other trustees, or RCSLT staff. The same procedure may be used by committee members. Ideally any penalties for non-compliance would never need to be applied.

Non-compliance with the code of conduct may result in action being taken as follows:

- where misconduct takes place, the committee Chair may be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting
- where such misconduct is alleged, the matter will be investigated by an Investigative Committee of three Trustees, in accordance with the complaints procedure.

In such instances it will be the responsibility of the Investigative Committee to:

- inform the committee member in writing of the nature of the allegation of the breach, detailing the specific action or behaviour considered to be detrimental to the RCSLT, and inviting and considering their response within a defined timescale
- invite the committee member to address the Investigative Committee in person if the matter cannot be resolved satisfactorily through correspondence
- decide, by simple majority of the Investigative Committee, whether to uphold the charge of the breach and conduct detrimental to the RCSLT
- recommend such sanctions as shall be deemed appropriate. Sanctions will range from the issuing of a written warning as to the committee member’s future conduct and consequences, to initiation of proceedings to remove the committee member from office.

Where the Investigative Committee cannot agree on a course of action in a situation that is deemed detrimental to the RCSLT, or where it agrees that sanctions are appropriate, they will report to the Board, which will then take such action as necessary.

**Mediation**

A mediation process is available to committees, and individual committee members, for use when there has been a breakdown of communication or trust between committee members themselves, or between committee members and the RCSLT management. Further information should be requested from the committee Chair or charity secretary. Before the mediation process is instigated, the committee Chair and the complainant should have met in an attempt to resolve the matter.
General

Further information regarding any aspects of this code of conduct can be requested from the company secretary.

Appendix 1

**GUIDANCE ON BOARD AND COMMITTEE MEETINGS AND MEETING ETIQUETTE**

**General notes on preparation for meetings**

- The RCSLT staff aim to send out papers ten working days before the meeting.
- Papers for the Board and Committees are sent out electronically. As standard formats are used, it should be clear as to what decision is being asked for from the Board/Committee. If in doubt, request clarification ahead of the meeting from the Chair, CEO, or appropriate SMT member.
- Submit apologies if you are unable to attend.
- Be punctual.

**Board and Committee etiquette guidance**

The purpose of this guidance is to signpost the type of behaviour appropriate for Board and Committee meetings of the RCSLT and throughout the organisation. Board and committee members should act with independence, rigour, integrity, probity, honesty, mutual trust and display high standards of conduct.

**During the meeting**

- Switch your mobile phone/electronic communications device to silent mode. It is accepted that members will wish to use these to view papers.
- Should you need to answer an urgent call, forewarn the Chair that you are expecting this and seek permission to excuse yourself to take it.
- Declare any potential or real conflicts of interest with regard to any matter on the agenda.
- Unless there are specific reasons for doing so, no part of the meeting should be visually or audio recorded. If such recording is agreed, the Chair must inform the meeting beforehand.
- Direct comments and discussion through the Chair. If appropriate, attract the Chair’s attention when wishing to contribute to the discussion, and wait until the Chair indicates that you may speak so as to avoid interrupting a fellow board member.
- Maintain attention on the items under discussion. In challenging other members’ views, be constructive and challenge the issue being discussed, not the personality.
- Issues are voted on and carried by simple majority of voting members present; the Chair has a casting vote.
- Remember the need to contribute to the corporate debate; your view is valuable.
- Do not cause or take offence; accept the diversity of opinions and views presented.
• Refrain from private conversations with others at the meeting.
• All matters discussed at Board and Committees are confidential to RCSLT. Only matters that are approved in final Board and Committee minutes are open for dissemination to members. Be careful when discussing Board and Committee issues outside meetings.
• As a Board or Committee member you have a corporate and individual duty to ensure that the best decisions are made. Do not be afraid to seek professional guidance or clarification from the Chair if you have a concern about a particular course of action.

After/between meetings

• Minutes will be approved by the Chair and will be circulated as soon as possible after the meeting. Take time to read them and raise any perceived inaccuracies as soon as possible with the Chair or the secretary, so as to reduce the time spent approving the minutes at the next meeting.
• Observe the confidentiality and sensitivity of matters discussed at the meeting and ensure that all papers are stored safely or disposed of as confidential waste.
• Sometimes urgent issues are circulated for discussion by email or teleconference. If such a request is made, respond to these in a timely and appropriate manner to assist the decision-making process.
• Remember that decisions taken by the Board or Committee on any issue is a corporate one and becomes the “line to take” in public, irrespective of your personal views. Decisions are taken collectively by the Board or Committee and therefore the responsibility for them remains collective too.

Breaches of etiquette

Where there is evidence of this etiquette guidance being breached, the Chair will recommend the necessary action to be taken. Any meeting to discuss breaches of Board etiquette will be discussed without the presence of the member accused of inappropriate behaviour.