

Oxford SU: Trustees Code of Conduct

This Code has been established by Oxford SU's Board of Trustees. It applies to Board members and describes the behaviour expected of all trustees when concerned with the SU's functions and activities. The Code is not a list of Trustees' legal duties, although many of the elements of the Code are based on legal principles and trustee responsibilities. These duties are summarised in the Charity Commission's publication *The Essential Trustee* (CC3 July 2015).

The focus for the Code is

- to encourage the highest standards of integrity,
- to foster trust between trustees in their shared responsibility for the oversight of Oxford SU,
- to further the SU's aim of being effective, transparent and accountable; and
- to sustain good working relationships with the Chief Executive Officer and SU staff.

Nolan Principles

Trustees are expected to abide by the principles set out by the Committee on Standards in Public Life (known as the Nolan Principles): selflessness, integrity, objectivity, accountability, openness, honesty and leadership in the oversight of the SU. These principles underpin the conduct of all Trustees.

- **Selflessness** Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
- **Integrity** Holders of public office 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 official duties.
- **Objectivity** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- **Honesty** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** Holders of public office should promote and support these principles by leadership and example.

Legal and constitutional responsibilities

Trustees will

- act in accordance with the law, including charity law, company law and any other relevant legislation or regulations which impact on any aspect of the trustee role;
- be familiar with, and act within, Oxford SU's Articles of Association, Bye-laws and Regulations, and abide by all codes, policies and procedures which flow from or inform these governing documents;
- support Oxford SU's purpose and strategic priorities and act as their guardian; and
- ensure that the SU pursues its objects as set out in its Articles of Association and uses its resources exclusively in pursuance of those objects.

Relations with others and confidentiality

Trustees will

- strive to establish respectful, collegial and courteous relationships with all individuals and groups with which they come into contact in this role;
- respect organisational, Trustee Board and individual confidentiality, keeping confidential any matter which the Chair of the Board or of a committee considers should be dealt with on a confidential basis;
- take an active interest in the SU's public image and the national students' union sector;
- not make statements to the press, other media or in public meetings relating to the business of the Board or any of its committees without the approval of the Chair; and
- not make statements which purport to represent the views of the Board without the Chair's authority; not disclose outside Board or committee meetings the views of individual members.

Safeguarding Oxford SU's reputation

Trustees will

- strive to safeguard the reputation of Oxford SU and, insofar as they are able, ensure that nothing is done or said which might damage that reputation; and
- not speak on behalf of the SU in any way which would jeopardise the reputation of Oxford SU.

Personal Gain

Trustees will

- not gain materially or financially from their role as trustee (or permit others to do so as a result of their actions), unless specifically and lawfully authorised to do so;
- use SU resources responsibly, and when authorized;
- only accept gifts or hospitality in accordance with Board policies and procedures; and

- document expenses and seek reimbursement according to procedure.

Conflicts of interest

Trustees will

- always strive to act in the best interests of Oxford SU and its present and future members;
- not put themselves in a position where their personal interests are in conflict with their duties and obligations as a Trustee;
- declare any conflict of interest (as required by Article 34 of the SU's Articles of Association) or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises, whether or not it is lawfully intended; and
- declare any interest (as required by Article 36 of the SU's Articles of Association) and ensure that their entries in the Board's Register of Trustees' interests are up to date and accurate.

In the Boardroom

Trustees will

- strive to embody the principles of leadership in all their actions as entrusted to them by the student membership;
- engage in open and detailed discussion in order to make the best possible collective decisions;
- ensure that the student membership and wider public have free access to information about meetings of the Board of Trustees;
- abide by any Board governance procedures and practices that may be established;
- strive to attend all Trustee Board and committee meetings, giving apologies ahead of time to the Chair if unable to attend;
- honour the authority of the Chair and respect their role as meeting leader;
- engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making their voice heard; and
- accept a majority Trustee Board vote on an issue as decisive and final.

NOTES

- 1 The section on safeguarding Oxford SU's reputation will also apply to Sabbatical Trustees-elect through candidates completing an election nomination form.
- 2 Minutes of Trustee Board meetings are published on the SU's website. Occasionally, full minutes will not be made available publicly or to other students and staff. These occasions will normally be when commercially sensitive matters are under discussion, for example the financial details of a supply or services contract, or when named individuals are identified in papers, for example relating to a staff or disciplinary issue. Trustees should not discuss the content of relevant papers with anyone outside the Board or committee which considered them. Guidance for trustees is always available from the Chief Executive Officer.