



CODE OF CONDUCT FOR CAMF TRUSTEE DIRECTORS

1.0 STATUS OF THIS CODE OF CONDUCT

- 1.1 This Code of Conduct (the “Code”) sets out the standards of personal behaviour and conduct required of Trustee Directors of CAMF to comply with the |Articles and Rules of the charity.
- 1.2 Every existing Trustee Director must sign an acknowledgement accepting his or her obligation to comply with this Code in its entirety. Candidates seeking election as a director will be asked to confirm that they have read and understood it, and, if elected, must sign a similar acknowledgement confirming their obligation to comply with it.

2.0 QUALIFICATION FOR TRUSTEE DIRECTOR POSITION

- 2.1 The charity’s Rules set out the criteria under which an individual is eligible to be a Trustee Director. A Trustee |Director shall notify the Board or Secretary immediately on becoming aware that he or she is not, or may no longer be, eligible to be a Trustee Director.

3.0 COMMITMENT TO CAMF VALUES AND PRINCIPLES

- 3.1 The charity is established to provide membership services to its members as a successful social enterprise in area the Carnival Arts.
- 3.2 Each Trustee Director will discharge his or her responsibilities in a way which seeks to ensure that the charity remains committed to operating in accordance with the values and principles of a social enterprise.
- 3.3 Directors are elected by the members of the charity to represent their collective interests. They should, therefore, consider whether there is sufficient evidence that the proposals they are making accord with the interests of the members or establish mechanisms for consultation to ascertain the collective views of members.

4.0 INDUCTION AND ONGOING PROFESSIONAL DEVELOPMENT

- 4.1 New Trustee Directors must at least be provided the charity’s Articles, Rules this Code and other guidance documents of the Board and complete a formal induction programme developed by the Board to ensure that they can be become as effective as possible, as quickly as possible, in their new role.
- 4.2 Trustee Directors should ensure that they are properly equipped to carry out their responsibilities. It is not sufficient to rely on current knowledge and experience. In order to keep pace with changing needs, and changing legal and financial obligations, Trustee Directors need to undergo appropriate training and professional development on an ongoing basis during their period on the Board.
- 4.3 All directors shall take part in any training which the board resolves that they should undertake. Failure to do so without good reason is a serious breach of this Code.



5.0 PERFORMANCE OF TRUSTEE DIRECTORS' RESPONSIBILITIES

- 5.1 Being a Trustee Director brings with it a commitment to carry out all necessary duties and responsibilities which must be performed by the Board. Each Trustee Director will therefore:
- a) Understand and abide by their legal duties and responsibilities.
 - b) Act in accordance with the rules of the charity.
 - c) Attend meetings of the Board, Committee or Sub-Committees of the Board to which he or she is appointed, unless there is an unavoidable reason for non-attendance, in which case the Trustee Director shall notify the Secretary or the Board of this.
 - d) Attend meetings of general membership, unless there is an unavoidable reason for non-attendance, in which case the Trustee Director shall notify the Secretary or the Board of this.
 - e) Prepare properly for every meeting by reading in advance any documents sent out for the purpose of the meeting.
 - f) Arrive on time for every meeting fully prepared and able to take an active role in discussions and decision making.

6.0 STANDARDS OF BEHAVIOURS

- 6.1 In addition to fulfilling their legal duties, Trustee Directors are expected to show high standards of behaviour in carrying out their responsibilities. This is necessary in order that the Board can function properly as a Board, that it can play its part appropriately in the charity's overall governance, and that the charity's good name and reputation is maintained.
- 6.2 Trustee Directors will observe the following general standards:
- a) In their dealings with each other, with the members, and employees and other directors must treat people politely, fairly, and with dignity and respect.
 - b) On public occasions and on all charity business, Trustee Directors must behave with integrity and in a way which is appropriate for a Trustee Director of such an organisation. The Trustee Director must not bring the charity into disrepute or prejudice its general good standing in any way.
 - c) Trustee Directors should behave in a way that demonstrates their belief in the values and principles and ethical stance of the charity and shall conduct themselves in a way that does not call these beliefs into question or prejudice the general good standing of the charity in any way.
 - d) Trustee Directors will treat meetings of the Board or of any Committee or Sub-Committee of the Board to which he or she is appointed, as formal occasions, and will:
 - i) accept the authority of the Chair of any meeting, expressing all questions and points of view through the Chair;
 - ii) listen to the views of the Trustee Directors with an open mind, seek advice or clarification where needed, express their own views, and come to their own decisions on individual matters in good faith in what they believe to be in the best interests of the charity, taking into account relevant factors and ignoring irrelevant factors;



- iii) accept decisions made by the Board in accordance with the law and the charity's rules, even if he or she disagrees with it, and voted against it if a vote was taken. This includes a commitment to support any decision of the Board outside of Board meetings;
- iv) not resort to behaviour that could be considered aggressive or intimidating, e.g. swearing, name calling, shouting, finger pointing;
- v) keep to the agenda, raise other issues under "Any Other Business" according to agreed procedures, and not engage in discussions during the meeting which are not relevant to the issues of the meeting;
- vi) not present misleading information or behave in a way designed to mislead the Board;
- vii) ensure that they do not attend any meetings under the influence of alcohol, or illegal or recreational drugs.

7.0 CONFIDENTIALITY

7.1 Trustee Directors will treat all information which they receive in their capacity as Trustee Directors of the charity, and all discussions at Board meetings or within Committees or SubCommittees of the Board, as confidential. Trustee Directors will take particular care not to disclose any confidential information which comes to them in their capacity as a Trustee Director of the charity.

7.2 Trustee Directors will observe the following obligations of confidentiality:

- a) They will not disclose any information outside Board meetings unless it is already in the public domain, or they are specifically authorised by the Board to do so. This includes information about the charity's business, the deliberations of the Board in reaching decisions, and the way individual Trustee Directors voted or expressed their views on issues.
- b) They will not use any information for personal advantage.
- c) They will not pass information to any member of the charity, representative of the press or media, and will refer any press or media enquiries to the Board.
- d) They will not make unauthorised photocopies of any documents.
- e) They will take proper care of any documents they receive as Trustee Directors, and store and dispose of them securely.

7.3 If a Trustee Director is uncertain about the confidential status of any information, item or decision, he or she must refer the matter to the Board for clarification.



8.0 CONFLICTS OF INTEREST

- 8.1 Trustee Directors must avoid any situation which may lead to a potential conflict of interest.
- 8.2 Trustee Directors must disclose to the Board, through the Secretary or Administrator, any situation which they believe may potentially give rise to a conflict of interest.
- 8.3 Where such a potential conflict is notified, the Board shall decide whether the Trustee Director may proceed with the situation giving rise to the conflict or whether he or she must avoid it.
- 8.4 Trustee Directors must disclose to the Board, through the Secretary or Administrator, any material interest, e.g. being an employee, holding any position of authority or responsibility, or owning any financial interest, which they or their spouse, partner or Mas Band holds in:
- a) any business which competes with or carries on the same trade as the charity;
 - b) any business which is providing goods or services to the charity, or is being considered as a potential supplier of goods and services;
 - c) any public body, voluntary organisation or charity with which the charity has or is likely to have dealings.
- 8.5 Where such an interest is notified, the Board shall decide whether the Trustee Director needs to take any action to manage this and, if so, what this action must be. Examples of such action include not receiving papers on an issue related to the conflict, not attending the Board meeting or be present where an issue relating to the conflict is being discussed or not voting on such issue. The Board may determine any other action it believes is necessary to manage the conflict of interest, giving priority to the interest of the charity.
- 8.6 Subject to the charity's Rules, no Trustee Director may take part in any discussion on a matter in which they have a material interest, or take part in any decision, or vote on any resolution appertaining to such matter. This applies to meetings of the Board and of any Committee or Sub-Committee of the Board or members general meetings.
- 8.7 The Secretary or Administrator must keep a register of directors' interests which is open to inspection by members of the charity.

9.0 SEEKING AND TAKING INDEPENDENT ADVICE

- 9.1 If one or more Trustee Directors have any questions about any aspect of the charity's affairs, this should be raised in the first instance with the Board, through the Secretary or Administrator.
- 9.2 If any Trustee Director, or any Committee or Sub-Committee of the Board, believes that it is essential for independent advice to be sought on any matter to enable them to properly perform their duties, then this should be done through the Secretary or Administrator or Trustee Director whose portfolio concerns such matters on behalf of the Board. If the matter on which the advice is sought directly concerns the Secretary, Administrator or Trustee Director whose portfolio covers such matters, the advice shall be sought through the Chair or other authorised Trustee Director.



9.3 If one or more Trustee Directors are dissatisfied with advice given by the charity's external advisors, or the Board fails to obtain their requested advice, they should raise the matter with the Secretary, Administrator or Trustee Director whose portfolio covers such matters. The Secretary, Administrator or designated Trustee Director may after consulting the Board take further independent advice if the Board considers it to be in the best interests of the charity to do so.

10.0 GIFTS AND HOSPITALITY

10.1 Trustee Directors must not, in their capacity as Trustee Directors of the charity (or what might be perceived as their capacity as Trustee Directors), receive from or give to any person or organisation any gift, hospitality, or any other benefit, except in the following circumstances:

- i) Working meals or refreshments;
- ii) Inexpensive items (less than £25 in value) such as free calendars;
- ii) Hospitality in the course of the charity's business, which is disclosed to the Secretary or Administrator and recorded in a register kept for this purpose.

10.2 Directors must observe the terms of any policy that the charity might have or decision made by the Board concerning gifts and hospitality.

11.0 SERVING ON THE BOARD OF ANOTHER ORGANISATION

11.1 Trustee Directors who serve on the Board of any other organisation must treat their roles as Trustee Director of the charity and those of any such organisation as distinctly separate. This means that:

- a) They must maintain confidentiality in relation to information they receive in one capacity, and not disclose any such information in the other capacity unless they are expressly authorised to do so.
- b) When making decisions as a Trustee director of the charity, they must make such decisions in what they consider to be in the best interests of the charity, and when making decisions as a director of another organisation, make them in what they consider to be in the best interest of that organisation.

11.2 Where Trustee Directors represent the charity on the Boards of other organisations, such Trustee Directors shall report regularly on the activities of such organisations, but shall exercise due care and proper discretion on a need to know basis with regard to the disclosure of confidential and strategic information to the charity's Board so as not to compromise the work of the other organisations and vice-versa.

12.0 BREACH OF THIS CODE

12.1 All Trustee Directors accept that they must comply with this Code of the Board the function of which is to carry out its role legally, properly, efficiently and effectively.

12.2 Where any Trustee Director alleges that another Trustee Director is in breach of this Code, the following provisions will apply:



- a) If the allegation is made in the course of a meeting, the matter is to be referred to the Chair, who may;
 - i) request the Trustee Director alleged to be in breach to desist from any behaviour giving rise to the breach;
 - ii) defer the matter to be considered by the Board on a subsequent occasion;
 - iii) adjourn the meeting due to the seriousness of the breach;
 - iv) request that the Trustee Director alleged to be in breach temporarily leaves the meeting for the matter to be discussed by the remaining Trustee Directors present;
 - v) exclude the Trustee Director alleged to be in breach for the remainder of the meeting.

- b) If the remaining directors are to consider an allegation of a breach of this Code at any time, the director alleged to be in breach shall be given the opportunity to respond to the allegation.

- c) If the remaining directors consider that a Trustee Director has committed a breach of this Code;
 - i) the breach shall be recorded in the minutes by the Secretary or Administrator;
 - ii) the Board may recommend that the Trustee Director in breach undergoes disciplinary action and/or training;
 - iii) the Board may resolve to report the matter to the members at the next members' meeting.

12.3 Subject to the rules of the charity, a Trustee Director in serious breach of this Code may be removed from office by a resolution approved by not less than three-quarters of the remaining Trustee Directors, provided that the remaining Trustee Directors also consider that it is not in the best interests of the charity for that individual to continue as a Trustee Director. Before any such resolution can be considered, the Trustee Director alleged to be in serious breach shall be notified in writing of the alleged breach, and shall have an opportunity to answer the allegations made and to rectify the breach. In such cases where the rules make provision for this instance they will take precedence over this Code. The resolution of the Board shall be reported the next general meeting of the charity.

13.0 APPROVAL AND ADOPTION OF THE CODE

13.1 This Code of Conduct has been approved by the board of Carnival Arts and Masquerade Foundation (CAMF) on 22nd November 2017.

13.2 The Code is signed by the following Trustee Directors of the charity:

Name of Trustee Director	Signature	Date