

CODE OF CONDUCT FOR DIRECTORS OF FORRES AREA COMMUNITY TRUST  
as referred to in Article 164 of the Articles of Association adopted 26<sup>th</sup> Nov 2021

**GENERAL**

- I will, while acting as a Director of FACT, act with integrity and in a legally compliant manner, with due consideration of others and using common sense.
  
- I will act in accordance with the governing documents of Forres Area Community Trust (“FACT”) and the law and abide by FACT’s policies and procedures. This includes having a knowledge of the contents of the Articles of Association and relevant policies and procedures. I acknowledge that this Code and the Articles of Association set out standards to which I, as a Director of FACT, should adhere. I acknowledge that FACT is a charity as well as a limited company, making me a Trustee as well as a Director, and acknowledge that there are additional requirements linked to its charitable status.
  
- I will support the objects and mission of FACT, championing it, using any skills or knowledge I have, to further those objects and seeking expert advice where appropriate.
  
- I will be an active Director, making my skills, experience, and knowledge available to FACT and seeking to do what additional work I can outside Board meetings, including sitting on sub-committees.
  
- I accept my responsibility to ensure that FACT is well run and will raise issues and questions in an appropriate and sensitive way to ensure that this is the case.
  
- I will respect organisational, Board and individual confidentiality, while never using confidentiality as an excuse not to disclose matters that should be transparent and open.
  
- I will develop and maintain a sound and up-to-date knowledge of FACT and its environment. This will include an understanding of how FACT operates, the social, political, legal and economic environments in which it operates and the nature and extent of its work.
  
- I will use FACT’s resources responsibly, and will not misuse any facilities, equipment, services, or supplies. When claiming expenses I will do so in line with its procedures.
  
- I will seek to be accountable for my actions as a Director of FACT and will submit myself to whatever scrutiny is appropriate.

**MANAGING INTERESTS**

- I will not gain materially or financially from my involvement with FACT unless specifically authorised to do so.
  
- I will act in the best interests of FACT as a whole, considering what is best for FACT and its present and future beneficiaries and avoiding bringing FACT into disrepute.
  
- I will complete and keep up to date my Register of Interests and declare any possible conflicts of interest in advance, or, if I am unaware of them in advance, as soon as I become so aware, so that they can be managed appropriately.

- Where there is a conflict of interest or there might reasonably be thought to be such a conflict of interest I will ensure that this is managed effectively in line with FACT's policy on conflicts of interest. I understand that a failure to declare a conflict of interest may be considered to be a breach of this Code.
- I will not use my Directorship of FACT to further my personal, organisational commercial or political interests. I will not ask for or accept gifts or hospitality unless these are isolated gifts of a trivial character, the value of which will not exceed £50, or it is normal hospitality associated with my duties and which would reasonably be regarded as appropriate.
- I acknowledge that, while FACT may take a position on a particular issue that is relevant to its activities it is, in general terms, apolitical and I will ensure that this position is maintained and that there is no link to party political or campaigning activities.

## **MEETINGS**

- I will attend all appropriate meetings and other appointments for FACT or give apologies, understanding that these meetings may be held in person or online. If I cannot regularly attend meetings or participate in discussions, I will consider whether there are other ways I can engage with FACT and properly discharge my duties as a Director or whether it is appropriate for me to resign as a Director.
- I will prepare fully for all meetings and work for FACT. This will include reading papers, querying anything I do not understand, thinking through issues before meetings and completing any tasks assigned to me in the agreed time.
- I will actively engage in discussion, debate and voting in meetings; contributing in a considered and constructive way, listening carefully, challenging sensitively and avoiding conflict. I will likewise engage in discussions that may take place virtually or by email, applying the same level of care and attention.
- I will participate in collective decision making, accept a majority decision of the Board and will not act individually unless authorised to do so.

## **GOVERNANCE**

- I will actively contribute towards improving the governance of FACT through the Board of Directors, participating in training and sharing ideas for improvement with the Board.
- I will help to identify good candidates for possible directors at FACT and, with my fellow Directors, will promote the appointment of appoint new Directors in accordance with agreed selection criteria.
- I understand that if I become aware of behaviour on the part of any Director that may contravene this Code of Conduct I should raise the matter with the Chair or Vice Chair so that there can be an appropriate, fair and timely investigation.
- I will, if I have any concerns or queries as regards my compliance with this Code or on other matters of governance in the course of performing my duties as a Director, raise them either at the Board or confidentially with the Chair or Vice Chair as may be appropriate.

## **RELATIONS WITH OTHERS**

- I will endeavour to work considerately and respectfully with all those with whom I come into contact. I will respect diversity, different roles and boundaries, and avoid giving offence.
- I recognise that the roles of Directors, Volunteers and staff and Members of FACT are different, and I will seek to understand and respect the difference between these roles. Where I also volunteer with FACT in a capacity other than as a Director I will maintain the separation of my role as a Director and as a Volunteer.
- I will seek to support and encourage all those with whom I come into contact at FACT. In particular I recognise my responsibility to support the Chair and the staff members.
- I will not make public comments, including but not limited to the press, at public meetings or on social media, about FACT unless authorised in advance to do so in line with FACT's policies.

## **LEAVING THE BOARD**

- I understand that substantial breach of any part of this Code may result in procedures being put in motion that may result in my being asked to resign from the Board of Directors.
- Should this happen I will be given the opportunity to be heard. In the event that I am asked to resign from the Board I will accept the majority decision of the Board in this matter and resign at the earliest opportunity.
- If I wish to cease being a Director of FACT at any time, I will inform the Chair in advance in writing, stating my reasons for leaving.

***I have read and understand the Forres Area Community Trust Directors' Code of Practice, and hereby agree to abide by the standards of conduct outlined within the Code.***

**Signed**

**Name**

**Date**

Adopted April 2022