

## **APPENDIX 1**

### **Draft Code of Conduct (29/12/18)– OU Students Association Board of Trustees**

#### **1. Introduction**

- 1.1 This Code is designed to supplement the existing Volunteers' Policy and Duties of a Student Trustee and whilst it may repeat some of the provisions listed in those documents, does not replace them.
- 1.2 Trustees are also reminded that they must also abide by the regulations applying to any student and any legal requirements of a Trustee.

#### **2. General Provisions**

- 2.1 Trustees must respect and uphold the values of the Open University Students' Association
- 2.2 Trustees must act within the Constitution of the Association and abide by all policies and procedures of the Association.
- 2.3 Trustees must comply with all relevant Charity and Education Law and comply with any guidance laid down by relevant statutory bodies.
- 2.4 Trustees will act in the best interests of the Association
- 2.5 Trustees will not seek to profit from any decision made and must declare all conflicts of interest
- 2.6 In discussions, Trustees should be aware of their own and others' conflicts of interests
- 2.7 Trustees will respect confidentiality (either at Board or Individual level) at all times unless the Board (or individual) agrees that information may be released

#### **3. Meetings and other discussions**

- 3.1 Face to face meetings
  - 3.1.1 Trustees are expected to prepare for meetings by reading papers diligently beforehand
  - 3.1.2 Trustees are expected to play an active role in all meetings, making appropriate use of their knowledge and experience.
  - 3.1.3 If a Trustee is unable to attend a meeting they must inform the Chair (either directly or via the Association's Office) of that fact. If they wish to make comments on the papers to be included in discussions at the meeting, these should be submitted to the Chair.

## 3.2 Forum discussions

- 3.2.1 Trustees are expected to engage in forum discussions as part of their role, and to regard these in the same light as face to face meetings.
- 3.2.2 Trustees should check forums at least weekly unless they are unavailable in that period; however since External Trustees will not routinely be using the OU's site, they may be offered the option to make arrangements for staff to alert them to matters requiring attention.
- 3.2.3 Unless it is impossible to do so, Trustees should indicate in the forum itself or by email to the Office or the Chair if they will be unavailable for a week or more.
- 3.2.4 Forum discussions will be open for a specific length of time, which generally will not be less than a week

## 3.3 Other discussions

- 3.3.1 From time to time, other meetings may be called (for example by Skype) if an urgent matter has arisen and synchronous discussion is considered the best approach.

Trustees are expected to make all reasonable efforts to attend such meetings

- 3.3.2 If a Trustee cannot attend such a meeting, then any comments should be forwarded in advance to the Chair.

## 3.4 General provisions for discussions (whether synchronous or asynchronous)

- 3.4.1 Trustees will show respect to the opinions of colleagues (Trustees, Staff, Observers and external contributors) even if they differ from their own, and will welcome a constructively questioning approach.
- 3.4.2 Trustees will conduct discussion in a fair and reasoned manner
- 3.4.3 Trustees will accept the decision of the Chair on closing discussions, if necessary.
- 3.4.4 A Trustee will accept the majority decision of the Board in any form of discussion and will support that decision at all times even if they privately disagree with it, and even if they were not present at the meeting at which it was made.
- 3.4.5 Trustees will not seek to revisit decisions made during earlier Board discussions unless circumstances have changed materially

- 3.4.6 The minutes of the Board are the only public record of discussions; all other aspects are confidential, and Trustees are required to respect this (provision 2.6 above)

#### **4. Relationship with the Central Executive Committee (CEC)**

- 4.1 Trustees will accept that the CEC is the Leadership Team of the Association for setting policy, is the public face of the Association and is the representative body to the University and other organisations.
- 4.2 Whilst Association Strategy is the responsibility of the Trustees, Trustees will respect CEC input into this
- 4.3 Trustees will not intervene in matters under the jurisdiction of the CEC unless a decision made adversely affects the finances, ability to carry out charitable objectives, reputation or legal standing of the Association.
- 4.4 Trustees will support the work of the CEC and not engage in any public criticism of decisions made, or otherwise undermine the CEC in any way.
- 4.5 Trustees will accord the same respect to the decisions made by the Association's Conference in formal business as those made by the CEC.
- 4.6 A Trustee who is also a member of the CEC will maintain a separation between these roles and recognise the different responsibilities of each.

#### **5. Relationship with Association employees**

- 5.1 Trustees will respect the roles of staff, and of management arrangements in the staff team, avoiding any actions that might undermine such arrangements.
- 5.2 Trustees as an employer have a duty of care to look out for the wellbeing of all employees and to ensure there is a culture to support that.

#### **6. Relationship with Volunteers**

- 6.1 The Board of Trustees, as the body ultimately responsible for the good name of the Association, has a duty of care towards its volunteers.

Whilst day to day work with them is not within the Board's remit, Trustees should ensure there is a culture supporting the wellbeing and valuing of Association volunteers, including the CEC.