

Code of Conduct & Conflicts of Interest

Killlearn Cottagers Horticultural Society

Scottish Charitable Incorporated Organisation Number SC046701



Adopted 9 December 2024

1. Each of the Charity Trustees shall comply with this Code of Conduct (incorporating detailed rules on conflict of interest) prescribed by the Trustee Board.
2. This code of conduct is supplemental to the provisions relating to the conduct of Charity Trustees contained in the Society's constitution and the duties imposed on Charity Trustees under the Charities and Trustee Investment (Scotland) Act 2005.
3. Charity Trustees are responsible for good governance in the organisation, and as such have a duty to accept the responsibilities of their position and to act at all times in the best interests of the Society and its beneficiaries, ahead of any other professional or personal interest. **The general principle to be observed is that the trustees will avoid action or inaction which cannot be justified to the board, Committee members, or the public.** Equally, the trustees should be alert to anything which might give rise to suspicion of improper conduct or bring the organisation into disrepute.

Charity Trustee roles

4. Charity trustees should:
 - 4.1. act in accordance with the charity's governing document (Sections 73-79) and ensure that the Society complies with all applicable laws including charity law, company law, health and safety law, data protection law and employment law.
 - 4.2. understand and perform their roles and responsibilities to the best of their abilities at all times.
 - 4.3. be prepared to provide adequate time and commitment as required to fulfil the role, adequately preparing for meetings and participating in committees and special events when required.

Charity Trustee values and principles

5. In order to fulfil their duties, Charity Trustees should uphold certain values and principles. These include:
 - 5.1. acting at all times in the best interests of the organisation and its beneficiaries, ahead of any professional or personal interest;
 - 5.2. acting in accordance with the organisation's governing document and any relevant legislation;

- 5.3. acting collectively at meetings, with honesty and integrity, respecting confidentiality and diversity of opinion;
 - 5.4. enhancing the organisation's reputation, taking an active interest in its work;
 - 5.5. upholding the values and principles of the organisation;
 - 5.6. maintaining good relationships with other trustees, members and volunteers in the Society;
 - 5.7. actively contributing to the work of the board by attending meetings and preparing and participating in discussion and decision-making;
 - 5.8. supporting colleagues and volunteers in carrying out their duties and always, in terms of their conduct, serve as an example of how everyone in the charity should conduct themselves in order to reflect the values of the charity;
 - 5.9. working considerately and fairly with everyone in a way that respects diversity, different roles and boundaries and avoids giving offence;
 - 5.10. avoiding accepting gifts and hospitality that might reasonably be thought to influence them in carrying out their role as charity trustee.
6. Charity Trustees must not act in order to gain financial or other benefits for themselves or for any persons connected to them such as their family, their friends, or any organisation that they own, manage or work for.

Board Meetings

7. Charity trustees should:

- 7.1. aim to attend all meetings, contribute appropriately and effectively, and avoid dominating the contributions of others;
- 7.2. always respect the authority of the Chairperson of the board, and the Chairperson of any meeting;
- 7.3. bring a fair and open-minded view to all discussions of the board, maintain a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the best interests of the charity;
- 7.4. bring a genuinely independent perspective to enhance decision-making, given that charity trustees share responsibility for board decisions;
- 7.5. ensure their contributions are informed and impartial when presenting views on topics in meetings while listening to and respecting the input and experience of other charity trustees.

Removal from office

8. In accordance with the section 58 (Termination of office) of the Society's constitution:
- 8.1. a trustee may be removed from office where they have committed a material breach of this Code of Conduct, or failed to comply with the Conflicts of Interest Policy;

- 8.2. a trustee is absent (without good reason, in the opinion of the Trustee Board) from more than three consecutive meetings of the Trustee Board, but only if the Trustee Board resolves to remove him/her from office.

Conflicts of interest

9. This section protects the reputation of the Society. It means people can trust members to make fair decisions.
10. All trustees have a duty to act in the best interests of the Society and its beneficiaries when making decisions.
11. Trustees will avoid any conflicts of interest or loyalty (actual and perceived) between the interests of the Society and their own personal, professional, and financial interests.
12. Each trustee will record details of any conflict of interest when they are appointed. This Register of Interests will be updated annually.
13. Trustees will identify and disclose any conflict of interest at the start of a meeting. The trustee will then withdraw from the discussion, and may not be able to take part in the decision/vote, depending on the judgement of the other trustees present at the time.
14. The disclosure of a conflict of interest and the actions taken will be noted in the minutes.

Document version control

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0.9	Draft version	Trustees present	7 October 2024
1	Final version	Trustees & Committee members present	9 December 2024