



## THE BOARD

### Code of Conduct

As a Director of Who Cares? Scotland I promise to abide by the fundamental Vision, Mission and Values, listed below, that underpin all the activity of the organisation.

#### Our Vision

A Lifetime of Equality, Respect and Love for Care Experienced People.

#### Our Mission

Over the next five years, Who Cares? Scotland will embark upon a bold and ambitious journey to secure a lifetime of equality, respect and love for all care experienced people in Scotland.

#### Our Values

**Belonging:** We may agree and debate, however, we also cherish and support one another, learn from our mistakes, share in our success and create a sense of belonging. **Authenticity:** We form true and non-judgemental relationships, and we treat one another the way we want to be treated. **Stability:** We may change, grow and restructure, but we are always there for care experienced people.

**Determination:** Day-in and day-out we conduct ourselves in a way that achieves our vision and makes us better human beings.

**In Addition I promise to abide by the fundamental values identified in the Nolan principles. These are:**

#### Selflessness

Holders of public office should take decisions 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 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.

## **Accountability**

Everything Who Cares? Scotland does will be able to stand the test of scrutiny by the public, the media, charity regulators, members, stakeholders, funders, Parliament and the courts.

## **Integrity and Honesty**

These will be the hallmarks of all conduct when dealing with colleagues within Who Cares? Scotland and equally when dealing with individuals and institutions outside it.

## **Transparency**

Who Cares? Scotland strives to maintain an atmosphere of openness throughout the organisation to promote confidence of the public, stakeholders, staff, charity regulators and Parliament.

Additionally, I agree to the following points:

### **Law, mission, policies**

- I will not break the law or go against charity regulations in any aspect of my role of Director.
- I will support the mission and consider myself its guardian.
- I will abide by organisational policies.

### **Conflicts of interest**

- I will always strive to act in the best interests of the Who Cares? Scotland.
- I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
- I will submit to the judgment of the board and do as it requires regarding potential conflicts of interest.

### **Person to person**

- I will not break the law, go against charity regulations or act in disregard of organisational policies in my relationships with fellow Directors, staff, volunteers, members, service recipients, contractors or anyone I come into contact with in my role as Director.
- I will strive to establish respectful and courteous relationships with all I come into contact with in my role as Director.
- Protecting the organisation's reputation
- I will not speak as a Director of Who Cares? Scotland to the media or in a public forum without the prior knowledge and approval of the CEO or Chair.
- When prior consent has not been obtained, I will inform the CEO or Chair at once when I have spoken as a Director of Who Cares? Scotland to the media or in a public forum.

- When I am speaking as a Director of Who Cares? Scotland, my comments will reflect current organisational policy even when these do not agree with my personal views.
- When speaking as a private citizen I will strive to uphold the reputation of Who Cares? Scotland and those who work in it all the while remembering confidentiality.
- I will respect organisational, board and individual confidentiality.
- I will take an active interest in the public image of Who Cares? Scotland, noting news articles, books, television programmes and the like about the organisation, about similar organisations or about important issues for the organisation.

#### **Personal gain**

- I will not personally gain materially or financially from my role as Director, nor will I permit others to do so as a result of my actions or negligence.
- I will document expenses and seek reimbursement according to procedure.
- I will not accept substantial hospitality and gifts without prior consent of the CEO or Chair.
- I will use organisational resources responsibly, when authorised, in accordance with procedure.

#### **In the boardroom**

- I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by Who Cares? Scotland.
- I will abide by board governance procedures and practices.
- I will strive to attend all board meetings, giving apologies ahead of time to the CEO if unable to attend.
- I am aware that if I fail to attend three meetings without consent I will face the three strikes policy and may be asked to step down from my position.
- I will study the agenda and other information sent to me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting. In preparation you may seek support from your young Persons worker and or a fellow colleague from the Board of Directors.
- I will honour the authority of the Chair and respect his or her role as meeting leader.
- I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- I will accept a majority board vote on an issue as decisive and final.
- I will maintain confidentiality about what goes on in the boardroom unless authorised by the Chair or board to speak of it.

#### **Enhancing governance**

- I will participate in induction, training and development activities for Directors.
- I will continually seek ways to improve board governance practice.
- I will strive to identify good candidates for Directorship and appoint new Directors on the basis of merit.
- I will support the Chair in his/her efforts to improve his/her leadership skills.
- I will support the CEO in his/her executive role and, with my fellow board members, seek development opportunities for him/her.

### Leaving the board

- I understand that substantial breach of any part of this code may result in my removal from the Board of Directors.
- Should I resign from the board I will inform the Chairperson, in advance, in writing, stating my reasons for resigning. Additionally, I will participate in an exit interview.

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Date:

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Signed

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Print

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Chairperson

\_\_\_\_\_  
Chief Executive