

1. Introduction

- 1.1. The directors of a charitable company are charity trustees and have duties under company law as well as charity law. The duties of charity trustees are well summarised in Charity Commission guidance which can be found at <https://www.gov.uk/government/organisations/charity-commission>. The most important of these are summarised in the Charity Commission's booklet [The Essential Trustee](#) and [6 main duties](#) (included in the Woodland Trust information/governance pack in Section 2).

2. Purpose of the Woodland Trust Code of Conduct

- 2.1. To set out the relevant standards expected from trustees in order to maintain the highest standards of integrity and stewardship; to ensure that the Trust is effective, open and accountable; and to maintain a good working relationship with the Chief Executive and his/her senior team.

3. The Code

General

- 3.1. Trustees must act with probity and due prudence and should consider taking professional advice on any matter of significance to the Trust where the trustee does not have expertise themselves.
- 3.2. A trustee must administer the organisation and all its assets in the interest of current, potential and future beneficiaries.
- 3.3. Trustees should hold themselves accountable to the Trust's stakeholders, including the public, for the Board's decisions, the performance of the Board and the performance of the Trust.
- 3.4. Except where legally authorised, trustees must not gain financial or other material benefit for themselves, their families or their friends from their trusteeship of the charity. The Board should ensure that there are clear written policies on the claiming of expenses by trustees.
- 3.5. A trustee must not place him/herself under any financial or other obligation to outside individual organisations that might influence him/her in the performance of his/her official duties.

- 3.6. Trustees should conduct themselves in a manner which does not damage or undermine the reputation of the Trust or its staff, individually or collectively, and should not take part in any activity which is in conflict with the Trust's objectives or which might damage the reputation of the Trust.
- 3.7. Trustees should make decisions together and take joint responsibility for them. The extent to which any one trustee or a small group of trustees is empowered to speak for or take action on behalf of the Trust or the Board, must (subject to any specific constitutional rules) be a matter for all trustees to decide together. Such decisions must be recorded.

Responsibilities

- 3.8. Trustees must, with the help of the CEO, formulate and review regularly the Trust's vision, values and long-term strategy as well as plans and policies for its fulfilment. They should also set and agree targets and evaluate performance against them.
- 3.9. With the guidance of the CEO and appropriate professional advisers, trustees must ensure that the Trust complies with regulatory and statutory requirements and must exercise overall control over its financial affairs to ensure the financial stability of the Trust. In addition to compliance with statutory requirements, trustees should have a commitment to the development and implementation of good practice.
- 3.10. Trustees must be familiar with and keep under regular review the rules and constitution of the Trust. Any changes must be made in accordance with constitutional and legal requirements.
- 3.11. Trustees should safeguard the Trust's good name and assets, and ensure the proper application of the Trust's funds.
- 3.12. In order to develop a working knowledge of the Trust, trustees should endeavour to maintain links and keep in touch by regular visits to the Trust's headquarters and, where practicable, to regional operations in the UK. Unless there is a good reason to believe that the CEO's actions are threatening the probity of the organisation, all such visits should be made by arrangement with the CEO.

Meetings of the Board

- 3.13. Trustees must strive to attend all meetings regularly, ensuring they prepare for and contribute to those meetings appropriately and effectively.
- 3.14. Trustees should bring a fair and open-minded view to all discussions of the Board and should endeavour to ensure that all decisions are made in the charity's best interests.
- 3.15. Trustees must aim to foresee and avoid any conflict of interest. Where one arises, a trustee must at once declare the interest and absent him/herself from any discussion or vote taken on the matter by the other trustees. Any transaction

under which the trustee will benefit either directly or indirectly must have proper legal authority.

- 3.16. Confidential information or material (relating to users, beneficiaries, members, staff, commercial business, etc) provided to or discussed at a board meeting must remain confidential and within the confines of the Board, and must not be discussed outside the trustee body.

Staff

- 3.17. Trustees must ensure there is a clear understanding of the scope of authority delegated to the CEO.
- 3.18. Policies and strategies agreed by trustees should be expressed in unambiguous and practical terms so that the CEO and staff responsible for implementing those policies are clear about what they need to do. Directions given to the CEO and staff should come from, or on behalf of, the Board as a whole.
- 3.19. Trustees should appoint the CEO and act fairly and in accordance with good employment and equal opportunities' principles when making decisions affecting the appointment, recruitment, professional development, appraisal, remuneration and discipline of the CEO and other staff. There is a detailed delegation authority between the Board and the CEO.
- 3.20. Trustees must understand, accept and respect the difference in roles between the Board, the CEO and senior staff, ensuring that the Board, the CEO and his/her senior team work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship.
- 3.21. Having given the CEO delegated authority, trustees should be careful – individually and collectively – not to undermine it by word or action.