

Trustees Code of Conduct

The Code of Conduct is intended to guide the behaviour of the Trustees of **Whistleblowing International Network (WIN)** in carrying out their Trustee responsibilities and in their relationship with the organisation.

It is important that all Trustees are aware that WIN is a charity registered under Scottish charity legislation. This brings with it legal duties and responsibilities and, in becoming a Trustee of WIN, each Trustee becomes committed to carrying out these duties and responsibilities in an appropriate manner.

Full details on legal duties and responsibilities for Board Trustees under the Charities and Trustee Investment (Scotland) Act 2005 are available here:

<https://www.legislation.gov.uk/asp/2005/10/part/1/chapter/9>.

Trustees of a UK registered organisation also have a responsibility to abide by the 7 Principles of Public Life. These are:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

In addition, WIN has its own Guiding Principles for Members and Associates. As individuals, and collectively as a Board, WIN Trustees are expected to be models in upholding these standards.

The Code of Conduct is not a list of Trustees' legal duties, although many of the elements of the Code are based on legal principles. The conduct and practices in this Code go beyond what the law requires in some respects, but they are nevertheless fully consistent with the law.

Purpose of the Code

To set out the relevant standards expected by Trustees in order to maintain the highest standards of integrity and stewardship; to ensure that WIN is effective, open and accountable; and to ensure a good working relationship with the Executive Director, the staff, members and associates of WIN.

The Code of Conduct (to be signed by all Board members)

As a Trustee of WIN I am committed to the vision and mission of the organisation and promise to abide by the fundamental values that underpin all activities of the organisation.

Specifically as a Trustee I will ensure that:

WIN is Accountable – Everything WIN does will be able to stand the test of scrutiny by the members, donors, public, media, charity and other regulators, and other stakeholders.

WIN acts with Integrity and Honesty – These will be hallmarks of all conduct when dealing with colleagues within WIN and equally when dealing with individuals and institutions outside.

WIN acts in a Transparent Manner – WIN strives to maintain an atmosphere of openness throughout the network to promote confidence amongst members, donors, public, media, charity and other regulators, and other stakeholders.

Trustees should uphold the following principles:

1. Law, mission, policies

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

2. Conflict of Interests

- I will always strive to act in the best interests of WIN.
- 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.

3. Personal gain

- I will not personally gain materially or financially from my role as trustee, 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 gifts or hospitality as per WIN's Conflict of Interest policy.
- I will use organisational resources responsibly, when authorised, in accordance with procedure.

4. 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 trustees, staff, volunteers, members, contractors or anyone I come into contact with in my role as trustee.
- I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role as trustee.
- I will value diversity of opinions, learning from others and contribute to foster an environment where non-discriminatory relationships prevail.

5. Protecting WIN's reputation

- I will not speak as a Trustee of WIN to the media or in a public forum without the prior knowledge of the Executive Director or the Chair.
- If I have been unable to inform the Chair or Executive Director prior to making media or public comments, I will inform them as soon as possible that I have done so.
- When I am speaking as a Trustee of WIN, my comments will reflect the consensus view of the Board of Trustees
- At all times I will strive to uphold the reputation of WIN and those who work in it.
- I will respect Board, individual and organisational confidentiality.
- I will take an active interest in WIN's public image, noting news articles, books, television programmes and the like about WIN, about similar organisations or about important issues for WIN.
- Should I wish to publish any document under the name of WIN I will consult with the Executive Director and go through the appropriate sign off procedures.

6. In board meetings

- I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by the organisation.
- I will abide by board governance procedures and practices.
- I will strive to attend all board meetings, giving apologies ahead of time to the Chair if unable to attend.
- 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.
- I will honour the authority of the Chair and respect their 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.

7. Enhancing governance

- I will participate in induction, training and development activities for trustees.
- I will continually seek ways to improve board governance practice.



- I will strive to identify good candidates for trusteeship and appoint new trustees on the basis of merit.
- I will support the Chair in their efforts to improve their leadership skills.
- I will support the Executive Director in their executive role and, with my fellow board members, seek development opportunities for them.

8. Leaving the Board

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

The Code of Conduct is signed by individual members of the Board of Trustees.

Date adopted	9 th May 2019
Last updated	