



Terms of Reference for Board of Trustees

1. Introduction

The Board of Moray Rape Crisis is the governing body of Moray Rape Crisis (hereinafter referred to as “MRC”). The staff of MRC, service users and the wider public are entitled to expect that those who have been elected to the Board (known as “Trustees”) act with integrity and conduct themselves appropriately at all times. For the Board to command confidence, it is important that Trustees comply with appropriate standards of conduct and these Terms of Reference have been designed to set out these standards of conduct.

2. Key Principles

This document is intended to reflect MRC’s key values and the seven principles on Standards in Public Life which are:

Selflessness – Trustees 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 – Trustees 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 business, including making appointments, awarding contracts or recommending individuals for awards or benefits, holders of public office should make choices on merit.

Accountability – Trustees are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness – Trustees should be as open as possible about all the decisions and actions they take. They should give reasons for the decisions and restrict information only when the wider public interests clearly demands.

Honesty – Trustees have a duty to declare any private interest relating to their duties and to take steps to resolve any conflict arising in a way that protects the public interests.

Leadership – Trustees should promote and support these principles by leadership and example.

3. **Code of Conduct**

(a) **Induction**

All new Trustees are expected to undertake appropriate induction which will be arranged by the organisation.

(b) **Attendance at meetings**

Trustees should endeavour to attend all Board meetings and any meetings of committees of which they are members. Where a Trustee is unable to attend a scheduled meeting, she should submit her apologies to the Chair in advance. Where a Trustee expects to miss a number of meetings because of illness or other good reason she should let the Chair know in advance. Where a Trustee has been absent from three or more Board meetings and without giving notice of her intention to be absent in advance the Board will consider at its next meeting a resolution to remove the Trustee in question from office. The Trustee will be informed of the resolution in advance, and will be invited to make representations either in person at the Board meeting, or in writing, as to why she should not be removed from office..

Trustees have a general duty to make themselves available for service on sub committees and to attend meetings of those groups regularly.

Trustees are expected to attend general meetings of the organisation unless there is a good reason for absence. Trustees are generally expected to support other MRC events where due notice has been given and to assist where they have been invited to take on a particular role or duty.

(c) Conduct at meetings

Trustees are expected to respect the Chair of the meeting and their fellow Trustees, MRC employees and any other attendees during meetings. Trustees are expected to comply with rulings from the Chair and the conduct of the business of these meetings.

Trustees should follow the principles of mutual respect in all their dealings and be prepared to accept in good faith that others may have equally strong views that differ from their own. Trustees should treat colleagues with respect and not engage in any behaviour towards others which might reasonably be interpreted as discriminatory, bullying or harassment.

Trustees are expected to adhere to MRC's health and safety and other relevant policies when attending meetings at MRC's offices or other locations.

(d) Fairness and Impartiality

Trustees should take decisions solely in terms of MRC's role to support survivors of rape and sexual abuse. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.

Employees of MRC, service users and the public are entitled to expect that a Trustee will make a decision based on their conscientious assessment of what is in the interests of the organisation and service users without regard to their own interests or those of other organisations or individuals.

Trustees will be required to discuss and vote on a variety of matters. It is the responsibility of the Board to ensure that decisions are properly taken and that any parties involved in the process are dealt with fairly. They have a responsibility to act fairly and take reasonable steps to be seen to act fairly. In making any decision, Trustees should only take into account relevant and material considerations. Members must not only avoid impropriety but must avoid any occasion for reasonable suspicion of improper conduct.

(e) Confidentiality

Trustees will often receive information of a private nature which is not yet public, or which perhaps would not be intended to be public. Trustees must always respect and comply with the requirement to keep such information private and all such

information will be appropriately marked. Trustees must ensure that confidential information is kept safely, securely disposed of or effectively protected against loss and/or unauthorised disclosure. The requirement will remain in force after their membership of the Board comes to an end.

(f) Collective responsibility for Trustees

Trustees should accept collective responsibility for enabling the Board to meet its strategic aims and objectives and for decisions to be taken by the Board. Members are expected to contribute to discussion and debate freely to enable robust decisions to be made. Members should recognise that decisions with which they disagree may be made by majority of the Board. Members, may dissent and make that dissent known publicly. Trustees should however not seek to actively oppose the implementation of decisions that have completed the Board's due process.

(g) Declarations of Interest

Trustees are expected to declare relevant interests at meetings they attend. It is the responsibility of Trustees to decide whether they have to declare an interest or make a judgment as to whether a declared interest should prevent them from receiving detailed information, being present when issues are being discussed, taking part in any decisions or voting on a particular issue. Trustees can seek advice from the Chair, the Manager or from other sources available to them.

(h) Managing interests at meetings

A Trustee who has an interest which could lead them to be influenced, or to be reasonably perceived to be influenced by the real possibility of personal gain (or loss) of a financial or non-financial nature, will be deemed to have a conflict of interest. She should therefore not speak or vote on that matter and may also need to withdraw from the room whilst the matter is being discussed. If a member has an interest in a matter where no significant personal gain or loss could arise, but has a personal connection or previous involvement in an issue, it will be a matter for the member's discretion whether to take part in the proceedings, based on whether she feels she can bring an open mind to the question. If the Trustee is in any doubt as to whether or not there is a conflict of interest, she should disclose the whole matter at a Board meeting and it will be for the Board to decide whether or not there is a conflict of interest and how it should be managed.

(i) Conduct in relation to employees of MRC

Trustees should respect the employees of MRC and treat them with courtesy at all times. Where a Trustee has concerns about the conduct of a member of staff she should either contact the Business Manager or Chair to try to resolve the issue informally.

(j) Allowances and Expenses

In claiming travel and other reasonable expenses resulting from their MRC role Trustees are expected to comply with MRC's travel and expenses policy.

(k) Gifts etc

Trustees should not accept any offer of a gift or hospitality arising from their role which could give rise to a real or substantive personal gain or a reasonable suspicion of influence to show favour or disadvantage to any individual or organisation. Similarly Trustees should never use their role to canvas for or seek gifts or hospitality.

Trustees are personally responsible for all decisions connected with the acceptance of gifts or hospitality offered to them arising from their MRC role and for avoiding the risk of damage to confidence in and the reputation of MRC.

(l) Equality and Diversity

Trustees are expected to abide by all equalities legislation and to help to deliver MRC's equality and diversity strategy.

(m) Criminal Offences

Trustees are expected to inform the Chair promptly of any criminal investigation or prosecution to which she is subject.

The Board shall automatically consider the suspension of a Trustee who is subject to any investigation or proceedings in the United Kingdom relating to a criminal offence, or elsewhere than in the United Kingdom relating to an offence which, if committed in any part of the United Kingdom would constitute a criminal offence, and:

- (a) The investigation or proceedings relates to an offence involving dishonesty, deception, violence or abuse; or
- (b) The final outcome of the investigation or proceedings may be that the member is sentenced to a term of imprisonment.

The Board shall also automatically consider the suspension of a Trustee who is convicted of an offence which is subject to a level four fine or more on the Standard Scale.

(n) Other disciplinary processes

Trustees are expected to abide by the standards which are set down by any professional body of which she is a member. The Board shall automatically consider the suspension of a Trustee if that member has;

- (a) Been suspended from any professional body or which she is a member as a result of disciplinary or regulatory proceedings and/or,
- (b) Has been found guilty of professional misconduct or an equivalent by any professional body of which she is a member.

Any alleged breach of this code of conduct should be referred to the Chair of the Board in the first instance by way of a written complaint, either by letter or email. If the issue concerns the conduct of the Chair then it may be raised with another Trustee who will take the place of the Chair in this process.

The Chair will in the first instance do her best to resolve any complaint of a breach of this code of conduct informally, quickly and fairly. The Chair will keep a note of her discussions with both the Trustee raising the issue and the Trustee who is alleged to have breached the code of conduct, but need not report them to a meeting of the Board if the matter is resolved satisfactorily to both the other Trustees. If the matter is not resolved informally to their satisfaction, the Chair will (if necessary) ask the Trustee raising the issue to set it out in writing in more detail so that the issue is clear. She will arrange a meeting with the Trustee raising the issue, another Trustee who is not involved, and the Trustee who is alleged to have breached this code of conduct. A note will be kept of the meeting by the Chair. The meeting will report to the Board at its next meeting and will recommend a course of action to be taken.