



## Board Code of Conduct

CARA trustees should adhere to the [7 Principles of Public Life](#): **Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership**. They should also work in a way that aligns with **CARA's feminist approach**. This includes promoting gender equality, taking accountability, using power responsibly and sharing power, working collaboratively and fostering collective care. This code sets out the standards and commitments expected of CARA trustees.

### General

1. Trustees should act in accordance with CARA's Articles of Association and the law. They should abide by CARA's policies and procedures.
2. Trustees should support and champion CARA's mission, using any skills they have to further that mission. Trustees should actively support CARA's feminist ethos.
3. Trustees should be active, making their skills, experience and knowledge available to CARA and seeking to do what additional work they can outside trustee meetings.
4. Trustees should respect organisational, Board and individual confidentiality. Information shared at Trustees meetings is confidential and trustees should only share information outside the Board when specifically authorised by the Board to do so.
5. Trustees should develop and maintain a sound and up-to-date knowledge of CARA and its environment. This should include an understanding of how CARA operates, including the social, political and economic environment in which it operates and the nature and extent of its work.
6. Trustees should use CARA's resources responsibly. When claiming expenses, trustees should do so in line with CARA's procedures.
7. Trustees are accountable for their actions as a trustee of CARA and should submit themselves to whatever scrutiny is appropriate.
8. Trustees are responsible for ensuring that CARA is well run and should raise issues, questions and concerns in an appropriate and sensitive way to ensure that this is the case.

### Managing Interests

9. Trustees should not gain materially or financially from their involvement with CARA, unless specifically authorised by the Charity Commission to do so.
10. Trustees should act in the best interests of CARA as a whole, and not in their own interests or as a representative of any group – considering what is best for CARA and its present and future beneficiaries and avoiding bringing CARA into disrepute.
11. Trustees should not put themselves in a position where their personal interests' conflict with their duty to act in the interests of CARA. Where there is a conflict of interest, trustees should declare this to the Board, using defined processes and ensuring that this is managed effectively, in accordance with CARA's *Conflict of Interests* Policy. Failure to declare a conflict of interest may be considered a breach of this code.

### Meetings

12. 100% attendance at Board meetings is expected of all trustees, with exceptions only in emergencies.

13. Absence from Board meetings or Board duties, due to illness or other commitments, should be discussed with the Chair. If a Board member is likely to be absent for more than a month, the Board may consider removing the member from the Board temporarily.
14. Trustees should prepare fully for all CARA meetings and work. This includes reading papers, querying anything they do not understand, thinking through issues before meetings and completing any tasks assigned in the agreed time.
15. Trustees should actively engage in discussion, debate and voting in meetings. They should contribute in a considered and constructive way, listening carefully to others' views. Where appropriate, they should challenge sensitively, avoiding conflict.
16. Trustees will participate in collective decision-making and will accept a majority decision of the Board. They will not act individually, or make decisions without the involvement the full Board, unless specifically authorised by the Board.

### **Governance**

17. Trustees should actively contribute towards improving the governance of the trustee Board, sharing ideas for the improvement of the Board.
18. Each trustee's contribution to the Board will be reviewed on an annual basis, with the Chair overseeing this review, with support from the Vice-Chair.
19. The Chair's performance will be reviewed annually, with all Board members and the CEO providing feedback.
20. Trustees should play an active role in succession planning for the Board, including helping to identify good candidates for trusteeship at CARA, and ensuring they are open about their own intentions. They should contribute to recruitment, appointment and induction of new trustees in accordance with agreed procedures.

### **Relations with others**

21. Trustees should endeavour to work considerately and respectfully with all those they come into contact with at CARA. Trustees should respect diversity, different roles and boundaries and should communicate in a way that prioritises empathy and mutual respect.
22. Trustees should be respectful of views and contributions of each other and of CARA staff.
23. Trustees should be respectful in the way speak about each other, about CARA staff, CARA clients and anyone else they come into contact through their work at CARA. They should avoid offensive or undermining language and be open to feedback about how they express themselves.
24. Trustees should raise issues and concerns sensitively and through appropriate channels, according to agreed procedures.
25. Trustees should seek to support and encourage all staff, volunteers and other trustees. In particular, they should recognise their responsibility to support the Chair and the senior management team.
26. Trustees should not make public comments about CARA, unless authorised to do so. Any public comments made should be considered, in line with CARA policy and approved by CARA's CEO.
27. Trustees should recognise that the roles of trustees, volunteers and staff of CARA are different and will seek to understand the difference between these roles. Trustees should not take on a second volunteer role within CARA.
28. Trustees should ensure that they can be contacted between meetings by senior management staff and other trustees. They should ensure that they provide up-to-date contact details and are able respond quickly to requests for information or to contribute to collective decision-making.

## **Breaches in the code of conduct**

29. Trustees must adhere to this code and have a duty to ensure that other trustees also adhere to the code.
30. Behaviour evidenced as being in breach of this code will always be taken seriously and addressed. Evidence might include testimony from others, written records or recordings.
31. Concerns about a trustee's behaviour and potential breaches in the code should be reported to the Chair. If the behaviour or potential breach involves the Chair, it should be reported to the Vice-Chair. The trustee involved will usually be asked to step back from their duties, while the situation is assessed, and this will be done at the earliest opportunity.
32. A timeline for dealing with the breach will be agreed, ensuring that it is dealt with as quickly as possible, while observing due diligence.
33. Trustees who have breached the code will be given the opportunity to be heard by the Chair (or Vice Chair if the breach involves the Chair). In line with CARA's ethos, they will be expected to take accountability for their actions.
34. The Chair will then discuss the potential breach with the remaining Board members, who will collectively decide on any action to be taken. A vote may be taken in line with the process outlined CARA's Articles of Association.
35. If the Board agrees a breach of the code has taken place, actions might include requesting a commitment from the Board member to address their behaviour, issuing an apology or undertaking training. A substantial breach of any part of this code will result in the trustee being required to resign from the Board.
36. A record of the breach and agreed actions will be kept and may be referred to if further breaches occur.
37. It is the responsibility of the Chair (or Vice Chair if the breach involves the Chair) to ensure that all agreed actions are followed through.
38. If a trustee is required to leave the Board, they will accept the decision of the Board and resign at the earliest opportunity. A refusal to resign may result in them being removed from the Board by a vote.
39. If trustees wish to cease being a trustee of CARA at any time, they should inform the Chair in writing, in accordance with CARA's *Articles of Association*.