

# TRUSTEE & DIRECTOR CODE OF CONDUCT

As a Trustee/Director of Hull University Students' Union, I promise to abide by the seven Nolan Principles of Public Life:

- *Selflessness* – holders of public office should act 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 seek to 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.

Additionally I agree and commit to the following points:

## Law, governing document, policies and mission

- I will act in accordance with the law, which includes for these purposes charity law, company law and any relevant legislation or regulations that impact on any aspect of my role of trustee/director.
- I will be fully familiar with, act within the governing documents of Hull University Students' Union, and abide by the policies and procedures of the organisation. The governing documents include for these purposes the Articles, Bye-Laws and Codes of Conduct.
- I will support the mission and consider myself its guardian.
- I will adhere to and support the values, in particular respecting its ethos of student leadership.
- I will ensure that Hull University Students' Union pursues its objects as defined in its governing documents and uses its resources exclusively in pursuance of those objects.

## Relations with others

- I will use my best efforts to establish respectful, courteous and collaborative relationships with all I meet with in my role as trustee/director.
- I will not discriminate against any individuals or groups of individuals regardless of characteristics including and not limited to race, gender and gender identity, disability, religion or belief, sexual orientation, care and parental responsibilities, health, socio-economic background and age.

## Protecting Hull University Students' Union's reputation

- I will not speak as a trustee/director on behalf of Hull University Students' Union to the media or in a public forum without the prior knowledge and approval of the Chair or Chief Executive. (NB there is a separate protocol in place covering Sabbatical Officers' dealings with the media, when they are acting in their capacity as elected officers.)

- When I am speaking as a trustee/director my comments will be considered and where possible researched, and will reflect current 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 Hull University Students' Union and those who work in it, remembering that even in this capacity my responsibility to the Students' Union does not diminish.
- I will respect organisational, Trustee/Director Boards and individual confidentiality.
- I will take an active interest in Hull University Students' Unions' public image and the students' union sector noting news articles, books, television programmes and the like about the organisation, about similar organisations or about important issues.

### **Personal gain**

- Unless specifically and lawfully authorised to do so I will not 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 agreed procedures.
- I will not accept substantial gifts or hospitality without prior consent of the Board of Trustees.
- I will register all gifts I receive in my capacity as a trustee/director and/or in office in the gift register maintained by Hull University Students' Union, immediately after receiving such gift.
- I will use the resources of the Students' Union responsibly, when authorised, in accordance with the law and governing documents.

### **Conflicts of Interest**

- I will always use my best efforts to act in the best interests of Hull University Students' Union and its present and future members.
- Unless lawfully authorised, I will not put myself in a position where my personal interests conflict with my duty to act in the interests of the Students' Union.
- 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, whether or not it is lawfully intended.
- I will submit to the judgement of the Trustee Board and do as it requires regarding potential conflicts of interest.
- I understand that a failure to declare a conflict of interest may be considered to be a breach of this code.

### **In the Boardroom**

- I will attend all of the Board and Committee meetings I am a member of during my time as Trustee. If I am unable to attend I will contact the Union and state my reason and give my apologies.
- I will abide by Trustee/Director Board governance policies, procedures and practices.
- I will use my best efforts to attend all Trustee/Director Board meetings, giving apologies ahead of time to the Chair if unable to attend.
- I will study the agenda, supporting papers and other information sent to me in good time prior to the meeting; I will endeavour to raise queries with the paper's author 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 his or her role as meeting leader.
- I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude towards the opinions of others while making my voice heard.
- I will accept a majority vote on an issue as decisive, final and binding on me as a trustee.

### **Enhancing governance**

- I will actively participate in induction, training and development activities for trustees.
- I will continually seek ways to improve Trustee/Director Board governance practice. I will support the Chair in their efforts to improve their leadership skills.

## Leaving the Board

- I understand that a breach of any part of this code may result in my removal from the Trustee/Director Board.
- I will inform the Chair as soon as reasonably possible and in writing of any intention I may have of leaving the Board.
- I will participate and co-operate to the best of my abilities in any exit interview.
- The Chair will notify the Chief Executive in writing of any intention to resign as chair as soon as reasonably possible.

## Removal from the Board

**Board members can be removed from the Board under the Articles of Association as follows:**

- Article 36.8 states “They fail to attend three consecutive meetings of the Trustees and in the opinion of the Trustees there are no mitigating circumstances for that failure and the Trustees therefore resolve that they be removed for this reason.
- Article 37 Removal of a Sabbatical Trustee by the members or the Student Council 37.1 a motion of no confidence in the Trustee is passed by a two-thirds majority of the Members voting in a Referendum, provided that at least 5% of Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 100 members or  
A motion of no confidence in the Trustee is passed by a two thirds majority in a vote of the (Union) Council. Such a motion shall only be triggered by a secure petition of no confidence signed by at least one third of members of (Union) council; provided that, in the case of a Sabbatical Trustee, such removal shall be subject to HUSU having first carried out any steps it is required to take under the Sabbatical Trustee’s contract of employment and/or the applicable disciplinary procedure and otherwise in accordance with good employment practice.
- Article 38 Removal of an External or Student Trustee by the Board. The office of an External or Student Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a Conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly.

## Removal from the Board of Directors of HUUS Ltd

**Directors can be removed from the Board of HUUS Ltd under the Articles of Association as follows:**

- The Parent Charity may at any time give notice in Writing to the Company removing any Director from office with or without appointing another Director in his or her place. Every such removal shall be in Writing signed by any officer, or some other person, duly authorised on behalf of the Parent Charity and left at the registered office of the Company or produced at a Directors’ meeting. Such removal shall take effect upon such notice being so left or so produced.

I (Name): \_\_\_\_\_ agree to the abide by the Trustee & Director code of conduct for Hull University Students’ Union (HUSU)

Signature:

Date: