



The Village Club, 20-22 Glasgow Road, Blanefield, Glasgow, G63 9BN
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Directors Code of Conduct Policy

1. Conduct (legal)

Directors should:

- 1.1 Be active – you cannot be a dormant or ‘sleeping’ member, you are still liable for the decisions the others make in your absence.
- 1.2 Act jointly – an individual has no powers on their own, unless they have been specifically given them by the Trust (minuted at a proper meeting).
- 1.3 Act constitutionally (and within the law) – make sure that you act within the powers and objects (remit) set out in the Memorandum & Articles of association (Mem & Arts). Including following the Mem & Arts on how meetings are run and how the Board is recruited.
- 1.4 Act in the interests of the beneficiaries (Residents of Strathblane, Blanefield and Mugdock) – put yourself in the beneficiaries’ position and make decisions that are best for them.
- 1.5 Act reasonably and honestly – remembering to minute discussions and debates so that your reasonableness can be demonstrated.
- 1.6 Have a duty of care – act prudently and reasonably.
- 1.7 Not delegate control – everything can be delegated except the power of delegation. The Directors remain responsible and accountable.
- 1.8 Not benefit personally – unless allowed specifically in the Mem & Arts or by law.
- 1.9 Avoid conflict of interest – manage actual conflicts of interest through a written process/policy and elsewhere avoid the appearance of conflicts of interest.

2. Conduct (practical)

Directors should:

- 2.1 Strive to attend all meetings, sending apologies to the Company Secretary for necessary absences.
- 2.2 Make use of written reports rather than verbal reports to allow an efficient use of the meeting’s time and allow other Director’s time for consideration of the report.
- 2.3 Send any reports for the next meeting to the Company Secretary in good time prior to the meeting to allow time for circulation and preparation.
- 2.4 Prepare for the meeting by reading the agenda, papers and e-mails before the meeting.
- 2.5 Talk to the Chair before the meeting if you need to clarify anything.
- 2.6 Arrive on time. Stay to the end.
- 2.7 Participate fully in the meeting.
- 2.8 Listen to what others have to say and keep an open mind.
- 2.9 Contribute positively to the discussions.
- 2.10 Try to be concise and avoid soliloquies/speeches.
- 2.11 Help others concentrate on the meeting. Discourage side conversations.
- 2.12 Have the best interests of the organisation/beneficiaries in mind at all times.
- 2.13 Draw attention to any potential conflicts of interest that may arise in the meeting
- 2.14 Fulfil any responsibilities assigned to you at the meeting and be prepared to report back on your progress at the next meeting.
- 2.15 Ensure clear management roles and observe good employment practices.

Policy update record

DATE OF CHANGE	CHANGED BY	COMMENTS
21.06.21	The Board	Initial Agreement of policy
14.02.22	The Board	Review and Agreement of policy
16.05.22	F Munn	Put in standard format