



Business and corporate governance

Board Code of Conduct

The Board Code of Conduct sets out the responsibilities and duties of the British Red Cross Volunteers and should be read in conjunction with the British Red Cross Code of Conduct, which applies to all staff and volunteers.

The Board of Trustees (the Board) is the governing body of the British Red Cross which sets the direction for the charity, and is responsible for oversight and scrutiny.

As a member of the British Red Cross, I will respect, uphold and act in accordance with the seven Fundamental Principles of the International Red Cross and Red Crescent Movement: Humanity, Impartiality, Neutrality, Independence, Voluntary Service, Unity and Universality; and the organisational values of the British Red Cross: Inclusive, Compassionate, Courageous, Dynamic.

General

- 1) I will act in accordance with the Nolan principles of public life; selflessness, integrity, objectivity, accountability, openness, honesty, leadership.
- 2) I will invest time, and other resources, to help develop and maintain good governance
- 3) I will act within the governing documents of the British Red Cross and the law, and abide by the **policies and procedures of the organisation**. This includes having knowledge of the contents of the **Royal Charter and Standing Orders** and relevant policies and procedures.
- 4) I will be an active trustee, making my skills, experience and knowledge available to further the mission of the British Red Cross and seeking to do what additional work I can outside trustee meetings, including sitting on sub-committees, working in partnership and seeking expert advice where appropriate.
- 5) I will respect organisational, Board and individual confidentiality, while never using confidentiality as an excuse not to disclose matters that should be transparent and open.
- 6) I will develop and maintain a sound and up-to-date knowledge of the British Red Cross and its environment. This will include an understanding of how the British Red Cross operates, the social, political and economic environment in which it operates and the nature and extent of its work.
- 7) I will seek to be accountable for my actions as a trustee of the British Red Cross and will submit myself to whatever scrutiny is appropriate. I accept my responsibility to ensure that the British Red Cross is well run and will raise issues and questions in an appropriate and sensitive way to ensure that this is the case.

Managing interests and personal gain

- 8) I will not gain materially or financially from my involvement with the British Red Cross unless specifically authorised to do so.
- 9) I will use organisation's resources responsibly, and when claiming expenses will do so in line with corporate policies and procedures.
- 10) Unless authorised, I will not put myself in a position where my personal interests' conflict with my duty to act in the interests of the organisation.
- 11) Where there is a potential or actual conflict of interest, I will ensure that this is declared and managed effectively in line with the **Conflicts of Interest and Gifts & Hospitality policy and procedure**, and I will accept the judgment of the Board and do as it requires regarding conflicts of interest.
- 12) I will not accept gifts or hospitality without due regard to the conflicts of interest and gifts & hospitality policy. When gifts are offered these will be declared in line with policy.
- 13) I will act in the best interests of the British Red Cross as a whole, and not as a representative of any group – considering what is best for the British Red Cross and its present and future beneficiaries and avoiding bringing the British Red Cross into disrepute.

Meetings

- 14) I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by the charity.
- 15) I will attend all appropriate meetings and other appointments at the British Red Cross or give apologies ahead of time to the Chair if I am unable to attend. If I cannot regularly attend meetings (at least 75% of meetings) I will consider whether there are other ways I can engage with the British Red Cross instead of serving on the Board.
- 16) I will prepare fully for all meetings and work for the organisation. This will include reading papers, querying anything I do not understand, thinking through issues before meetings and completing any tasks assigned to me in the agreed time.
- 17) I will respect the role of the Chair as meeting leader.
- 18) I will actively engage in discussion, debate and voting in meetings, contributing in a considered and constructive way, listening carefully, challenging sensitively, and avoiding conflict.
- 19) I will participate in collective decision making, accept a majority decision of the Board and will not act individually unless specifically authorised to do so.

Governance

- 20) I will give leadership and strategic direction to the British Red Cross.
- 21) I will actively contribute towards improving the governance of the Board. I will participate in induction, development and training activities; and sharing ideas for improvement with the Board.
- 22) I will comply with Trustee Board governance procedures and practice.

- 23) I will ensure that there is a fair and open Trustee selection process and that candidates are appointed on merit, in relation to the needs of the whole Board and the British Red Cross. I, with my fellow trustees, will appoint new trustees in accordance with agreed selection criteria based on the skills and experience the Board requires to perform its role.
- 24) I and my fellow Trustees will give clear direction, advice and support to the Chief Executive, which comes from the Board as a whole.
- 25) I will support the Chair and fellow Office Holders in our efforts to improve our collective leadership skills.

Relations with others

- 26) Recognizing that the roles of Trustees, volunteers and staff are different, I will work considerately and respectfully with all those I encounter at the British Red Cross. I will respect diversity, different roles and boundaries, and foster a culture of mutual respect and trust.
- 27) I will abstain from all acts that could be considered as harassment, abuse, unlawful discrimination or exploitation. I will follow the British Red Cross Code of Conduct which confirms the organisation has a zero-tolerance policy to such behaviour.
- 28) I understand and respect the authority delegated to the Chief Executive and will support them in the management of the charity.
- 29) I will develop effective and mutually supportive relationships with the Chair, Board, Chief Executive and the executive, which benefit the British Red Cross.
- 30) I will promote and support principles of leadership by example, and will be respectful, collegial and courteous in my role as a Trustee.
- 31) I understand that individual Trustees do not hold the staff to account, rather staff are held to account through the Chief Executive or, in case of the Chief Executive, the Chair.
- 32) I understand that complaints about employee performance should be made to the Chief Executive rather than an employee directly. I understand that under employment law, the charity is the employer, and that employees and volunteers can lodge grievances or formal concerns about Trustee behaviour. If requested by the Chief Executive or Chair, I accept that it is not appropriate to deal directly with a member of staff, staff members or volunteers on sensitive matters.
- 33) Where I also volunteer with the organisation in another role, I will maintain the separation of my role as a trustee and as a volunteer.
- 34) I will seek to support and encourage all those I encounter at the British Red Cross. In particular I recognise my responsibility to support the Chair and senior staff.

Public communication: public addresses, media and social media

- 35) I will act in accordance with the Fundamental Principles in any public communications.
- 36) I will not make public comments about the organisation unless authorised to do so. Any public comments I make about the British Red Cross will be considered and in line with

organisational policies and guidelines, whether I make them as an individual or as a trustee.

- 37) When speaking as an individual I will uphold the reputation of the British Red Cross and those who work in it.
- 38) When engaging with social media, either as an individual or as a trustee, I will follow the organisational **Social Media Policy** and the **Social Media guidelines**, which set out how to use social media effectively and safely, protecting from any potential issues that could arise.
- 39) I will indicate on social media profiles that any posts are personal and do not represent the views of the British Red Cross.
- 40) Where any personal social media accounts used by me refer to or link with my role at the British Red Cross, I will ensure that it is clear in what capacity I am acting.

Leaving the Board

- 41) I understand that a breach of any part of the criteria set out in the Royal Charter and this code, or failure to continue to meet the criteria for eligibility to serve as a Trustee, may result in procedures being put in motion that might lead to my being disqualified or removed from the Board.
- 42) Should this happen, I will be given the opportunity to be heard. If I am asked to resign from the Board, I will accept the majority decision of the Board in this matter and resign at the earliest opportunity.
- 43) If I wish to cease being a trustee of the British Red Cross at any time, I will inform the Chair in advance in writing, stating my reasons for leaving.

Management commitment to the Board

Management will share in these commitments and will further support the Board in their duties by undertaking to:

- 44) Provide the Board with timely, high quality, unambiguous and honest information and analysis to enable the Board to make informed decisions.
- 45) Provide the Board with timely advice ensuring that external professional advisors are available as and when needed.
- 46) Keep the Board informed of challenges on the horizon and changes in the external environment that may impact on the charity.
- 47) Work in partnership with the Board to ensure that the Board fulfils all its moral, statutory and legal responsibilities.
- 48) Work in partnership to ensure that new trustees receive induction and support, and that briefing, training and relevant publications are available to all Trustees.
- 49) Provide the Chair, Vice Chairs and Trustees with the necessary administrative and other support that they will need to govern well.

Criminal Offences, criminal and judicial investigations or proceedings

- 50) I will notify the Chair of any investigation, prosecution or conviction occurring during my term as trustee.

Breaches of this Code of Conduct

- 51) I will report any alleged or actual violation of this Code to the Board of Trustees to enable it to be resolved. I will raise any specific concerns with the Chair of the Governance and Nominations Committee, Chair of the Board of Trustees or the Head of Governance, who will advise on appropriate handling.

Last updated and approved by the Board: 27 September 2022

Name: _____

Signed: _____

Date: _____