



**Sandy's**  
**Community Centre**  
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**SANDY'S COMMUNITY CENTRE: CODE OF CONDUCT FOR BOARD MEMBERS (TRUSTEES).**

1. This document sets out the responsibilities of individual Trustees of Sandy's Centre and how the Board of Trustees should operate. It is intended to reflect Scottish charity law and should be read in conjunction with the Constitution for Sandy's Centre [attach link after we've updated it]. Further guidance can be obtained from the OSCR Guidance on Good Practice for Trustees.

**General responsibilities.**

2. To participate in reviewing and formulating strategies and policies for Sandy's Centre, to participate in open and transparent discussions, and to take collectively agreed decisions with other Trustees.
3. To ensure, with the other Trustees, that Sandy's Centre operates within the legal and financial requirements of a Scottish Charitable Incorporated Organisation (SCIO), and that the operation of the Centre, its management and governance strive to achieve best practice.
4. To keep all legal frameworks, including the Constitution, strategies, policies and guidance under regular review to ensure that they are fit for purpose and that they reflect current charity and other law, and current good practice.

**Personal responsibilities.**

5. To attend meetings of the Board of Trustees and to follow this Code of Conduct in exercising the role of a Trustee, any of its committees or sub-committees.
6. To contribute specific skills, interests and any other support to ensure that Sandy's Centre achieves its aims and objectives.
7. To take part in any training and development sessions for the benefit of the Board of Trustees and the fulfilment of its aims, objectives, policies and operations.
8. To contribute actively and respectfully to discussions with the Board of Trustees and with the Centre management and staff and to always act in the best interests of Sandy's Centre.
9. To avoid any actions or discussions that might damage or undermine the reputation of Sandy's Centre, its Board of Trustees or its management.
10. To avoid any direct or indirect financial or material gain for themselves, their families or friends from serving as a Trustee.
11. To ensure that any expenses, or other financial outlays, incurred in as part of a Trustee's responsibilities are agreed in advance with the Chair, and appropriate documentary evidence provided before payment can be made.
12. To avoid using status as a Trustee of Sandy's to gain any financial or other advantage in other business related or other discussions or transactions.
13. To avoid any situation where a Trustee is placed under any financial or other obligations to outside organisations or individuals that might influence the Trustee in the conduct of his/her responsibilities as a Trustee of Sandy's Centre.

**Conduct of the Board of Trustees.**

14. Trustees must do their best to attend all meetings of the Board, bring a fair and open-minded view to meetings, prepare adequately and contribute appropriately, respectfully and effectively.
15. If a Trustee is unable to attend a meeting, he/she should notify the Chair as far in advance of the meeting as possible.
16. Trustees must not divulge any sensitive or confidential discussions or written materials outside the confines of Board meetings.
17. The handling and recording of any voting by Trustees must be in accordance with the provisions of the Constitution and recorded accordingly.

18. Minutes of Board of Trustees meetings must be recorded, and the minutes agreed by the Trustees before being finalised.
19. Trustees should respect the authority of the Chair to lead Board meetings and for implementing decision making procedures .
20. Trustees should ensure that the Board is always properly constituted, balanced and competent, and that there are clear procedures for selection, election, training, retirement and removal of Trustees in accordance with the Constitution.
21. Trustees should be aware that a substantial breach of any part of this Code of Conduct may result in removal from the Board of Trustees.
22. Any Trustee wishing to leave the Board must notify the Chair in writing as soon as possible of his/her decision. The Trustee may request an interview with the Chair, who will record the resignation and reasons in line with the Constitution.

**Conflicts of interest.**

23. Charity law and guidance are clear that conflicts of interest among Trustees can have serious implications for the legal, financial and operational aspects of running a charitable organisation.
24. Inevitably, Trustees will have a wide range of interests in public, private, charity and commercial aspects of their lives. These interests might, on occasion, conflict (eg other business or charity involvement, provision of services, contracts etc) with the best interests of operating Sandy's Centre and maintaining its reputation in the community and with funders.
25. It is essential, therefore, that any Trustee who believes he/she might risk a conflict of interest discusses it with the Chair in advance of meetings, if possible, or registers the potential conflict of interest at the start of a Board meeting. The Chair will ask Trustees about potential conflicts of interest at the start of each meeting.
26. Depending on the circumstances, the Chair may ask the Trustee with the potential conflict of interest to leave the meeting temporarily while this is discussed, and the Trustee in question may not be able to vote on any issue where there is an apparent conflict of interest. The Trustee with the conflict of interest will abide by any decisions taken by the remaining Trustees. Procedures under this section of the Code must be fully recorded.

**Sandy's Centre.**

**October 2021.**