

MANUAL:	Governance Manual
POLICY AREA:	General Governance and Board Policies
POLICIES & FRAMEWORKS:	Trustee Code of Conduct
REVIEW PERIOD:	3 yearly
REVIEW DATE:	October 2019 (Board)



TRUSTEE CODE OF CONDUCT

The Code of Conduct is designed to set the framework within which the Trustees conduct themselves when governing the affairs of the Trust.

PRINCIPALS OF GOOD CONDUCT

To be Familiar with the Principal Legislation, the Trust Deed & Trust Policies

The standards of conduct recognise that the Trustee have duties and responsibilities under legislation and the Trust Deed. The Trustees have a responsibility principally to the beneficiaries of the Trust which is (more or less) the community of Otago.

The Trustee Act 1956 sets out the Trustees responsibilities in relation to the investment of the Trust Fund.

The Community Trusts Act 1999 and the Trust Deed directs the Trustees, mostly in very general terms in relation to the Trust's operating activities.

In keeping with developing best practice, there are also voluntary standards of governance which the Trustees develop from time to time for purposes of best practice.

To Serve the Public Interest

The Trustees have a duty to serve the overall interests of the community which are the residents of the area as specified in the Trust Deed and not just that the part of the area where the Trustee resides. Collectively, the Trustees are responsible to the community and while the Trust decisions are not made in public, the process of decision making should be managed in a way that would maintain public confidence were it subject to public scrutiny.

To Act Honestly and with Integrity

The Trustees should act honestly and openly, with integrity and in good faith. They should avoid placing themselves in situations where these ideals might be questioned.

To Use Personal Judgement

The Trustees may have regard to the views of others but should reach conclusions in matters before them independently, based upon their own judgement.

To be Diligent and Objective

The Trustees should make decisions feeling properly informed and without bias after thorough consideration of the merits of the situation or proposal.

To Disclose all Conflicts of Interest

The Trustees must disclose to the Board any actual, potential or perceived conflicts of interest which may exist or might reasonably be thought to exist between the interests of the Trust and the interests of the Trustee and persons associated with the Trustee. All such declared Conflicts of Interest are to be managed in terms of the Board's conflicts of interest policy.

To be Committed

Trustees are expected to attend the Trust meetings punctually and devote sufficient time to preparing for those meetings so as to be informed and able to contribute to decision making. Trustees attending conferences and workshops on behalf of the Trust should take a full and active part in proceedings and provide feedback to the Board on the outcomes. It is expected that Trustees are available on most occasions to attend the regional visits. The Trustees are also encouraged to be available from time to time to represent the Trust at community events and activities. The Trustees

should respond positively to requests from the public for assistance or guidance in relation to the Trust's activities and if unsure on any matter encourage them to communicate with the Trust's staff.

To Understand the Difference Between Governance & Management

The Trustees should understand and respect the distinction between the respective roles and responsibilities of the Board and the management

To Respect Confidentiality and Privacy

The Trustees must not use or disclose confidential information for any other purpose than the purpose for which the information was provided to Trustees. Confidential information includes all information other than that approved for wider circulation and the personal views expressed around the Board table. Trustees must ensure that all information (electronic or hard copy) in their possession or control is kept safe and accessed, used, stored or disposed of appropriately. Trustees will always observe an individual's right to privacy when dealing with personal information.

To Show Collective Responsibility

Once Board decisions are reached, the Trustees are expected to abide by the principle of collective board responsibility and accountability. When speaking externally, the Trustees should reflect and support the implementation of the agreed position of the Board, notwithstanding that their personal views may differ.

To Observe Financial Probity

Trustees must claim only for fair and legitimate expenses in relation to costs incurred on Trust business.

Trustees should not solicit, demand, or request any gift, reward or benefit by virtue of their position. The Chair and/or Chief Executive should be notified if any gifts accepted by a Trustee in his or her capacity as a Trustee exceed \$150 in value. Any such disclosures shall be reported by the Chief Executive at the subsequent Board meeting.

RELATIONSHIPS

Fellow Trustees

In order to preserve Board effectiveness, the Trustees should show respect towards their fellow Trustees by acting professionally, positively and constructively. The views of fellow Trustees should be encouraged and understood. The Trustees should show respect to the Chair and adhere to meeting procedures.

Staff

The Trustees should act in accordance with the Trust's responsibility to be a good employer. All employees should be treated with courtesy and respect. The Trustees should recognise the authority of the Chief Executive, on behalf of the Trust, to deal with employment matters.

Applicants

The Trustees should refrain from raising expectations prior to board decisions on applications.

The Public

The Trustees are expected to abide by the principles of collective responsibility when engaging in communications with members of the public.

The Trustees are expected to be available from time to time to represent the Trust at community events or functions to which the Trust has been invited.

The Trustees should respond to enquiries for information or guidance positively and impartially. The staff have knowledge of grants and investment policies and practice, detailed enquiries should be directed to them.

The Media

All relations with the media must be dealt with in terms of the media policy. Media relations are handled by the Chair or the Chief Executive.

BREACHES OF THE CODE OF CONDUCT

If a Trustee considers that the conduct of another Trustee is in breach of this Code he/she should raise it with the Chair or the Deputy Chair. If appropriate the matter should be raised with the Trustee concerned by the Chair or Deputy Chair.

In the event the issue persists, it should be raised for discussion at a meeting of the Board with adequate notice being provided to the trustee affected. The affected Trustee should have the opportunity to respond after which following the departure of the affected Trustee, the Board shall determine the matter.

Outcomes of this process might include:

- Cessation of the matter causing concern;
- A facilitated resolution;
- Retraction;
- Censure;
- Such other actions as the Trustees are able to lawfully undertake.