Culture&

Code of Conduct for Culture&'s Board of Trustees

1. Introduction

This document outlines:

1.1 The duties that apply to Culture&'s Board Trustees; and

1.2 The standards of behaviour which Board Trustees are expected to demonstrate to maintain the good reputation of Culture& as a leading, Black-led charity working to make the UK heritage sector more inclusive, diverse and representative of our country as a whole.

1.3 While assistance and guidance will be provided where possible, it is the responsibility of Board Trustees to ensure they understand all their legal duties and obligations. For further details on the responsibilities of a charity trustee, see the Charity Commission guidance:

The essential trustee: what you need to know, what you need to do

Decision-making for charity trustees

2. Duties of Board Trustees

Culture& is a registered charity and company limited by guarantee. All Board Trustees are "charity trustees". Charity trustees are defined in Section 177 of the Charities Act 2011 as "the persons having the general control and management of the administration of a charity". As charity trustees, all Board Trustees are subject to a number of duties and responsibilities under charity law, general law and Culture&'s memorandum and articles of association. Their key duties can be stated as follows:

Culture& Board Trustees must:

2.1 Advance the charitable objects of Culture&

2.2 Ensure that Culture& acts within its charitable objects

2.3 Ensure that Culture& operates in accordance with its memorandum and articles of association

2.4 Comply with general UK laws

2.5 Safeguard the assets and reputation of Culture&

2.6 Act single-mindedly in the interests of Culture&, responsibly, and in good faith

2.7 Act in the best interests of Culture&

2.8 Avoid placing themselves in a position where they have a duty or interest which conflicts or may conflict with that of Culture&, and where such a conflict arises, take appropriate action to ensure that it does not harm Culture& (See section 8);

2.9 While allowed to benefit from the activities of Culture& to the same extent as individuals who are not Board Trustees, they must only receive further additional benefits from Culture& (in addition to those enjoyed by an ordinary member) if such benefits are properly authorised; and act with skill, care and diligence when discharging their functions, using their personal skills and experience to ensure that Culture& is well-run and efficient.

3. Code of Conduct for Board Trustees

This Code of Conduct sets out the standards of behaviour which underpin the legal and fiduciary duties of charity trustees and which Board Trustees are expected to demonstrate. All Board Trustees are bound by the Code and are expected to adhere to it at all times while serving as a Trustee of Culture&.

3.1 Board Trustees must abide by the fundamental values that underpin all the organisation's activities. These are:

3.2 **Accountability:** Everything Culture& does will be able to stand the test of scrutiny by its members, the public, the media, charity regulators, stakeholders, funders, and the courts.

3.3 **Integrity and honesty:** These will be the hallmarks of all conduct when dealing with colleagues within Culture& and equally when dealing with members and with external individuals and institutions.

3.4 **Transparency:** Culture& strives to maintain a culture of openness throughout the organisation to promote the confidence of the public, members and other stakeholders, staff and charity regulators.

3.5 **Equality, diversity and inclusion:** Culture& is committed to promoting diversity, equality and inclusivity in the UK arts and heritage sectors and to upholding these principles within the offices of and by the staff of Culture& and all its activities.

4. Board Trustees must also:

Uphold UK laws, Culture& policies, mission and

4.1 Act within Culture&'s memorandum and articles of association and abide by its policies and procedures.

4.2 Not break the law, breach charity regulations, or act in disregard of Culture&'s policies in their relationship with fellow Board Trustees, other Culture& Board members and committee members, staff, volunteers, contractors or anyone else they come into contact within their role as a Board Trustee.

4.3 Respect organisational, Board and individual confidentiality.

Protecting Culture&'s reputation

4.4 Understand that they are representatives of Culture& and are responsible for protecting Culture&'s reputation.

4.5 Ensure that when speaking publicly, writing or disseminating information about Culture&, including in the print, broadcast or social media, any comments they make about Culture&, whether as a Board Trustee or individual, are considered and reflect Culture&'s policies and do not damage the reputation of Culture&.

4.6 Ensure that they abide by any guidance issued by Culture& in relation to the use of social media and online communications.

4.7 Not make any public comments in any medium which purport to be made by or on behalf of Culture& without the prior knowledge and approval of the Chair and provided such comments have also been agreed with the CEO.

4.8 Be aware that certain information is confidential, including issues which are commercially sensitive or employment-related, as well as Board papers. They should not make unauthorised disclosures of confidential information to third parties, including the media.

4.9 Be transparent and open about the work of Culture&, unless there is good reason not to be, for reasons of confidentiality or otherwise.

Personal gain

4.10 Unless specifically and lawfully authorised to do so, they should not personally gain materially or financially from their role as a Board Trustee, nor permit others to do so.

4.11 Document expenses and seek reimbursement according to Culture&'s adopted policies and procedures.

4.12 Only give or accept gifts or hospitality in accordance with the Culture&'s relevant policies.

4.13 Use Culture&'s resources responsibly, when authorised, in accordance with procedure.

Personal relations

4.14 Promote and support principles of leadership by example and be respectful, collegial and courteous with all those they come into contact with at Culture&.

4.15 Understand that individual Board Trustees do not hold the staff to account; rather the staff are held to account through the Chief Executive or, in the case of the Chief Executive, the Chair of the Board.

4.16 Understand that complaints about employee performance should be made to the Chief Executive or, if necessary, the Chair, rather than to the employee in question and, if requested by the Chief Executive or Chair, not deal directly with a member of staff or staff members.

Conflicts of interest

4.17 Comply with the Culture&'s policies and procedures on conflicts of interest and Declaration of Material Interests (see section 8).

Enhancing governance

4.18 Aim to do what will best enable Culture& to carry out its purposes, both now and in the future.

4.19 Participate in induction, training and development activities for Board Trustees.

4.20 Support the Chair and respect the role of the Chief Executive in their executive role.

Cessation of office

4.21 If at all possible, give three months' notice of an intention to resign.

4.22 If disqualified to act as a Trustee under the Charities Act 2011 or if any of the other circumstances that apply, immediately notify the Chair.

5. Breach of this Code of Conduct

5.1 An allegation that a Board Trustee has breached the Code of Conduct must be brought to the attention of the Chair.

5.2 The Chair will seek to resolve the allegation informally in the first instance. Where the matter is sufficiently serious or requires a formal investigation, the Chair will consult with the Honorary Secretary and in consultation with the other Trustees

5.3 Ultimately, the Chair may recommend to the Board that a Trustee be removed and shall have the power to suspend them, pending any investigation underway.

5.4 The process for managing a complaint about a Board Trustee breaching this Code of Conduct is set out in the Appendix.

6. Whistleblowing

6.1 Whistleblowing is the reporting of suspected wrongdoing or dangers in relation to our activities. This includes bribery, fraud or other criminal activity, miscarriages of justice, health and safety risks, bullying, abusive behaviour, damage to the environment and any breach of legal or professional obligations.

6.2 Board Trustees should report any such concerns to the Chair (or, if the concern relates to the Chair, to the Honorary Secretary) who shall arrange a meeting with the Board Trustees as soon as possible to discuss the concern.

7. Paying Trustees for Goods or Services

Rules on Expenses

As a general rule, trustees are legally prohibited from receiving payment for their service on board which are deemed to be entirely voluntary.

7.1 What can be paid: Travel costs, overnight stays, food, phone/internet use for charity work, and care costs (like childcare or support for disabilities). [1]

7.2 Approval: Expenses do not count as payment or benefit, and trustees are encouraged to claim them so financial barriers do not stop people from serving

7.3 Charities can exceptionally pay a trustee or a connected person or organisation to provide professional services or goods, but strict rules must be met:

- Governing document: must not forbid the payment.
- Best interests: the arrangement must clearly benefit the charity.
- Reasonable cost: the payment amount must be fair and reasonable.
- Written agreement: a formal contract must state the maximum pay.
- Minority rule: only a minority of the board can receive payments or be connected to someone who does.

7.4 **No voting:** The affected trustee must leave the room and be recused from any discussions or decisions about their payment.

8. Conflict of Interest

What is a conflict of interest?

8.1 Trustees have a legal duty to act solely in their charity's best interests. A conflict of interest arises when those interests collide, or could conflict, with:

- A trustee's personal interests; or
- The interests of a person, organisation or business connected to a trustee.

8.2 Conflicts of interest are common and do not automatically indicate wrongdoing. However, trustees must recognise them and handle them appropriately to protect both the charity as well as their own reputation. At the start of every board meeting, the Chair will ask the trustees if any of them have a conflict of interest with any items on the agenda. If so, they will be asked to be recused from that portion of the meeting.

What Is a conflict in personal relationships?

8.3 Compromised Oversight: Trustees must hold the senior staff and executives accountable. A romantic tie, for example with a member of staff or another trustee, makes unbiased performance reviews, disciplinary actions, or salary debates extremely difficult.

8.4 Perceived Bias: Even if no rules are broken, public and stakeholder trust suffers if it appears decisions favour the partner.

8.5 Power Imbalance: A trustee holds ultimate authority over the charity's direction and CEO/staff employment, creating potential safeguarding or HR vulnerabilities.

How to manage the conflict

8.6 To comply with regulatory standards, boards must act transparently:

- Declare Immediately: The trustee must disclose the relationship to the board as soon as it arises.
- Update the Register: Record the relationship in the charity's official register of interests.
- Withdraw from Decisions: The conflicted trustee must completely abstain from any discussions, reviews, or votes concerning that staff member's pay, conditions, or role.
- Step Down if Unmanageable: If the staff member is in a senior position (like a CEO) where the trustee's governance role constantly overlaps with the relationship, the conflict may become unmanageable, requiring either the staff member or the trustee to step down.

9. Attendance at Board Meetings

9.1 The commitment of trustees to give up their spare time to serve on the Culture& board is recognised as an act of generosity and commitment but also comes with responsibilities. The non-attendance of trustees at board meetings can impede the business and smooth running of the charity by causing meetings to be inquorate and disrupt the charity's business.

9.2 Therefore trustees are expected to limit the number of consecutive missed meetings to three total in a 12-month period and any more than that will trigger a review.

9.3 The Chair will make a distinction between excused vs. unexcused absences. There is a requirement that trustees give prior notice of absence. Failing to notify the chair ("silent failure") counts as an unexcused absence.

9.4 In the first instance, a formal written notice will be issued by the Chair asking for an explanation for the consecutive or unexcused absences.

9.5 Failing an explanation, the Chair will remind the trustee in a clear, documented notice of the possible termination or the impending removal vote of the trustee for reasons of non-attendance.

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APPENDIX TO BOARD CODE OF CONDUCT – PROCESS FOR REMOVING A BOARD MEMBER

(i) Where a complaint is brought by Culture& staff, other person or at least one Board member ("the Complainant"), about a breach of the Trustee Code of Conduct, the following stepped dispute resolution process will be implemented;

(ii) The complaint shall be in Writing and shall particularise the matter about which the Complainant is complaining, in sufficient detail and specificity as may allow the Trustee to respond;

(iii) The complaint shall be addressed to the Honorary Secretary (Vice Chair) and copied to the Culture& Chair and if necessary, the CEO. The Honorary Secretary shall have ten (10) working days to carry out a preliminary investigation to ascertain how best to deal with the complaint, and during which time the Honorary Secretary shall inform the Trustee;

(iv) In the first instance, the Honorary Secretary shall attempt to resolve the dispute informally, including arranging a meeting between the Trustee and Complainant if appropriate. The Honorary Secretary may take such other step as s/he reasonably believes will help resolve the dispute, including delegating to another, including a member of staff;

(v) If the complaint cannot be dealt with informally, within a further ten (10) working day period from the end of the period referenced at (iii) above, the Honorary Secretary will inform the Complainant and the Trustee that the matter shall be brought to Board to determine by resolution, allowing no less than fourteen (14) Clear Days before the next available Board meeting;

(vi) At the same time as the Honorary Secretary (or as delegated) informs Board of the complaint, s/he shall afford a reasonable opportunity to the Trustee of either (at his or her option) being heard by or making representations to Board in Writing;

(v) Once the Trustee has been afforded the opportunity to make representations to Board as aforesaid, the President may request that the Trustee step out of the Board meeting and recuse themselves from any ensuing discussion or vote;

(vi) A vote shall be held by secret ballot or show of hands, as the Chair directs, and a simple majority decision as to whether the Trustee should or not be removed from Board will be final. There shall be no right of appeal against the Board decision; and

(vii) In the event Board decide to remove a Trustee, any other Culture& governance role held by that person shall be deemed to terminate with immediate effect and with no power of appeal or right to indemnification or compensation of any nature.