



Housing | Health | Recovery

POLICY DOCUMENT

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REVISION HISTORY

Date Revised	Section	Change	Initials
March 2024	All	New policy	GM, UD, MOC

POLICY RELATION

Relevant legislation, statutory instrument, or guideline	✓
Charities Act, 2009	✓
Companies Act, 2014	✓
Child Care (Standards in Children's Residential Centres) Regulations, 1996	✓
HIQA National Standards for Children's Residential Centres, Theme 5 (Leadership, Governance and Management)	✓
HSE National Quality Standards for Homeless Services Theme 5 (Leadership, Governance and Management)	✓
AHBRA Quality Standards for Approved Housing Bodies, Standard 1 (Governance)	✓

*Policies in draft format or under review are applicable until such time as they are replaced by a new policy.

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1 Purpose & Intention

- 1.1 The purpose of this Code of Conduct for Trustees is to provide Directors of the NOVAS Board with a clear outline of expected conduct.
- 1.2 It is intended, through the articulation of our mission, vision and values to demonstrate the standards of practice we expect from our trustees.

2 Scope

- 2.1 The scope of this policy applies to trustees of the NOVAS charity Board of Directors and their conduct.

3 Principles

This policy is governed by the following principles.

- 3.1 **Do Good:** The principle of 'do good'. NOVAS trustees are expected to demonstrate with their words and actions the intention to 'do good' for our clients and tenants.
- 3.2 **Do No Harm:** The principle of 'do no harm'. NOVAS trustees are expected to 'do no harm' to the reputational, financial, or physical state or possessions of the organisation, any of its employees, volunteers, clients or tenants. If there is a conflict of interests between the wellbeing of a client or tenant and the safeguarding of children or other vulnerable people, safeguarding children and vulnerable adults should take precedence.

4 Roles and Responsibilities

- 4.1 The Governance Sub Committee of the Board, with referral to the full Board are responsible for the review and updating of this policy every two years.
- 4.2 The Chair of the NOVAS Board is responsible for ensuring that new NOVAS Board trustees receive a copy of this policy and understand its content.
- 4.3 All Directors of the NOVAS Board are responsible for reading this policy, seeking clarification as required from the Chair of the Board for any matters contained within, and adhering to the expectations of conduct outlined below.

5 NOVAS Vision Statement

- 5.1 Everyone has their own sustainable home.

6 NOVAS Mission Statement

- 6.1 Promoting social inclusion through housing, health and recovery and providing lasting solutions to homelessness.

7 NOVAS Values

- 7.1 The NOVAS Values are; Equality, Diversity, Dignity, Strengths-based and Rights Based. Please refer to your handbook for more details about how these values are expressed in our work.

8 General Conduct

- 8.1 Charity trustees are required to act with honesty and integrity and exercise good judgement which may include seeking professional advice on appropriate matters on which charity trustees do not have relevant expertise.
- 8.2 Charities trustees are required to act in the best interests of the charity at all times.

9 Independence

- 9.1 Charity trustees are required to act independently, particularly in relation to assets, property, legal and regulatory obligations.
- 9.2 Charity trustees should conduct themselves with integrity and in a manner which does not damage or undermine the reputation of the charity or its volunteers and employees. More specifically charity trustees:
- should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their duties;
 - must avoid actual impropriety and any appearance of improper behaviour.
- 9.3 Charity trustees must not act in order to gain financial or other benefits for themselves or for any persons connected to them such as their family, their friends, or any organisation that they own, manage or work for.
- 9.4 Charity trustees should avoid accepting any gifts and hospitality.

10 Charity Trustee Roles

10.1 Charity trustees must:

- Understand and perform their roles and responsibilities to the best of their abilities at all times.
- Be prepared to provide adequate time and commitment as required to fulfil the role of charity trustee, adequately preparing for meetings and participating in committees and special events when required.

11 Board Meetings

11.1 Charity trustees must:

- Aim to attend all meetings, contribute appropriately and effectively, and avoid dominating the contributions of others.
- Always respect the authority of the Chair of the board, and the Chair of any meeting.
- Bring a fair and open-minded view to all discussions of the board, maintain a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the best interests of the charity.
- Bring a genuinely independent perspective to enhance decision-making, given that charity trustees share responsibility for board decisions.
- Ensure their contributions are informed and impartial when presenting views on topics in meetings while listening to and respecting the input and experience of other charity trustees.

12 Employees and Volunteers within the Charity

12.1 Charity trustees must:

- Aim to support employees and volunteers in carrying out their duties and always, in terms of their conduct, serve as an example of how everyone in the charity should conduct themselves in order to reflect the values of the charity.
- Work considerately and fairly with everyone in a way that respects diversity, different roles and boundaries and avoids giving offence.
- Accept and respect the difference in roles between the board on the one hand, and any employees or volunteers on the other, ensuring that the board,

employees and volunteers work effectively and cohesively for the benefit of the charity and develop a mutually supportive and loyal relationship by:

- respecting management arrangements and avoiding any actions that might undermine such arrangements;
- not interfering in the performance of employees or volunteers duties delegated to them within the charity while ensuring that employees and volunteers working for the charity are held to account through the relevant manager through the CEO.

13 Legal Requirements and Policies

13.1 Charity trustees must:

- Act in accordance with the charity's governing document and ensure that the charity complies with all applicable laws including charity law, company law, health and safety law, data protection law and employment law.
- Promote and preserve the obligations of confidentiality about sensitive board matters. However, the requirement for confidentiality may not apply if it becomes necessary for the charity trustee to inform the Charities Regulator or any other statutory body about any matter, which could threaten the future of the charity or could represent a breach of any law with which the charity is required to comply.
- Abide by the charity's ORG26 Conflict of interests or loyalties policy and ensure the charity's conflict of interest register is completed and updated as required.
- Abide by any equality, diversity, safeguarding, health and safety, bullying and harassment policies and any other policies agreed by the board.
- Ensure that claims for out of pocket expenses are made in accordance with agreed procedures in the expenses policy.

14 Breaches of the Code of Conduct for Trustees

- 14.1 Where a charity trustee is found to be in breach of the standards outlined by the board in its Code of Conduct they will be asked to meet with the Chair of the board to assess their suitability for the role. Consistent breach of the Code of Conduct by a charity trustee may result in the trustee's tenure being terminated.