

**SCI/NN086**

## **Code of Ethics for Members of the SCI Governance Structure - Applicable to Trustees and Members of Board Advisory Committees**

### **1. Transparency and Conflicts of Interest**

Members (the definition of Members within this document is SCI Trustees or Members of SCI Board of Trustees' Advisory Committees) must not place themselves under secret obligation to any person or organisation on or about whom they may have to exercise judgement. They should declare all private interests that might otherwise be deemed to compromise their ability to exercise leadership in the Society.

They should submit to the Executive Director (for open access to other members of the governance structure and any *bona fide* external enquirers) a list of boards and committees on which they sit, and any other offices, membership, employment or recurrent consultancy they hold beyond what is obvious from their occupational status, where it could be relevant to SCI's interests. They should also declare any such interest when they speak, vote or acquiesce on any matter that might be held to give rise to a conflict of interest. Likewise, they should also declare orally (to be confirmed in minutes or other document) any financial involvement or personal relationship they or their family or close friends may have with any actual or potential subject of an SCI decision. Sometimes it will be appropriate for members to withdraw from meetings, not vote or be counted in the quorum.

The information provided will be processed in accordance with the principles set out in the Data Protection Act 1998. Data will only be processed to ensure that members act in the best interests of SCI.

### **2. Objectivity, Integrity and Selflessness**

Members must at all times act only in the best interests of SCI. They should not disclose information they obtain through SCI to other bodies that might benefit from it to the detriment of SCI or its component parts, or be the source of information to others who might benefit. Members should endeavour to exercise their decision-making, influencing and representational roles related to SCI on the basis of fact, merit and recognised constitutional procedure.

### **3. Leadership**

Members must endeavour to promote the overall best interests of the Society; to inspire others to take pride in it; and to work within its ethos and constitutional provisions.

They should conduct themselves in a manner which does not damage or undermine the reputation of the organisation, or its staff individually or collectively, and should not take part in any activity which is in conflict with the objects or which might damage the reputation of the organisation.

They should not engage in gossip or innuendo that may undermine the effectiveness of the organisation, or of those elected or appointed to further such effectiveness through the proper exercise of their judgement or conduct of their duties.

They must at all times avoid actions or statements towards Members, prospective Members, staff and visitors that might be construed as discrimination, harassment, victimisation or bullying on the basis of their gender, sexual orientation, marital or civil partner status, gender reassignment, race,

colour, nationality, ethnic or national origin, religion or belief, disability or age (“protected characteristics”). The following gives further details on the different forms of discrimination:

- Discrimination against an employee. This is generally prohibited unless there is a specific legal exemption. Discrimination may be direct or indirect and it may occur intentionally or unintentionally.
- Direct discrimination occurs where someone is treated less favourably because of one or more protected characteristics,
- Indirect discrimination occurs where someone is disadvantaged by an unjustified provision, criterion or practice that also puts other people with the same protected characteristic at a particular disadvantage. For example, a requirement to work full time puts women at a particular disadvantage because they generally have greater childcare commitments than men. Such a requirement will need to be objectively justified.
- Harassment related to any of the protected characteristics is prohibited. Harassment is unwanted conduct that has the purpose or effect of violating someone's dignity, or creating an intimidating, hostile, degrading, humiliating or offensive environment for them.
- Victimisation is also prohibited. This is less favourable treatment of someone who has complained or given information about discrimination or harassment, or supported someone else's complaint.

Trustees and Members who are directly involved in staff recruitment and selection and/or decisions relating to staff remuneration and/or assessing application for Membership will be given appropriate training on equal opportunities awareness and equal opportunities best practice.

They must understand, accept and respect the difference in roles between the Board of Trustees, the Executive Director and senior staff, ensuring that the honorary officers, the Board of Trustees, the Executive Director and his/her senior team work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship.

Member communications with the Secretariat which go beyond agreed day to day activities (particularly contentious issues or complaints) should be routed via the Directors rather than directly to a staff member.

Having given the Executive Director delegated authority, Trustees should be careful - individually and collectively - not to undermine it by word or action.

In terms of authority structure, it is not always understood that chartered and charitable bodies like SCI are based on collective responsibility. Individual office-bearers and committee chairs have limited powers acting alone, but gain it through the proper mechanisms laid down in the governing instruments.

Members should take care to note that close personal relationships between a member and a staff member may place one or both parties in a difficult position, and have consequences way beyond their respective areas of responsibility. Similar considerations apply to strong personal antipathy.

#### **4. Accountability**

Members must recognise that incorporation by Royal Charter and as a Registered Charity places SCI, and especially the Executive Director, under legal constraints over and beyond those applicable to regular companies through regulatory and fiscal compliance.

Members of the Board of Trustees should take special note of the obligations arising from their position as Charitable Trustees, as well as those arising from the Society's chartered status.

#### **5. Resolution of Problems**

Members must use their best endeavours at all times to work with the Executive Director (or Chairman of the Board of Trustees if the Executive Director is involved personally) to resolve any actual or potential conflict or problem arising. If it cannot be resolved, or if it is felt to be so serious as to risk compromising the overall stability or probity of the organisation, it is the duty of those concerned to ask for the matter to be placed on the agenda for a meeting of the Board of Trustees. On that occasion (or in any sub-committee formed for the purpose) those concerned should disclose all relevant facts, and be given the opportunity to defend their conduct.

I have read and understood this Code of Ethics:

Name:

SCI Governance Position:

Date: