
Code of Conduct of the Board of Trustees Policy

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Code of Conduct of the torc.CFRC Board of Trustees

All Board Trustees of the torc.CFRC are required to sign up to the 'Code of Conduct for Trustees' and are required to abide by this Code:

- I will ensure to the best of my ability that everything the torc.CFRC does will be able to stand the test of ethics and scrutiny by all relevant stakeholders, including community members, the public, funders, the media, and regulators.
- Integrity, honesty, and trustworthiness will be the hallmarks of all my conduct when dealing with colleagues within torc.CFRC and equally when dealing with individuals and organisations outside it. The behaviour of one Member of the Board is the concern of all other members.
- I will not break the law in any aspect of my role as a Board Trustee and will do everything in my power to ensure torc.CFRC complies with all relevant legislation as individual Trustees can be found to be personally liable despite being a limited company by guarantee in the areas of fraudulent business conduct, breaches of Health & Safety and welfare at work and employment.
- I will support the mission, values, aims, objectives, and strategy of the torc.CFRC, and I will abide by its Constitution, its policies, and its procedures.
- I will always strive to act in the best interests of the organisation as a whole and shall not act alone on behalf of the torc.CFRC without the recorded mandate from the Chairperson.
- I understand my responsibility to act as a champion for the torc.CFRC by promoting its work and reputation.
- I will declare any conflict of interest or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises, and I will submit to the judgment of the Board and do as it requires regarding potential conflicts of interest. Where a conflict of interest arises, I will absent myself from any discussion or vote taken on the matter by the other Trustees.
- I have read and understand my fiduciary duties as a Trustee as set out below.
- I understand if I am a Trustee that I must accept that my responsibility is to torc.CFRC as a whole, and not to promote the interests of the nominating body in a way that may be detrimental to the interests of torc.CFRC or what in any circumstance that might be viewed by others as a conflict of loyalty; as soon as it arises and I will submit to the judgment of the Board and do as it requires regarding potential conflicts of loyalty.
- I will strive to establish open, respectful, supportive and courteous relationships with all those I come into contact within my role as Trustee and to cultivate a

positive atmosphere at meetings.

- I will not speak as a Trustee of this organisation to the media or in a public forum without the prior knowledge and approval of the torc.CFRC Board/Chairperson. When I am speaking publicly as a Trustee of this organisation, my comments will reflect current organisational policy even if this does not agree with my personal views.
- I will strive to uphold the reputation of the organisation and those who work in it. I will take an active interest in the organisation's public image, and I understand that I have a duty not to do anything that may damage the reputation of the organisation.
- I will respect organisational, Board and individual confidentiality.
- I will not gain materially or financially from my role as Trustee, beyond seeking reimbursement of out-of-pocket expenses.
- I understand that acceptance of gifts, hospitality and other benefits is permissible if they:
 - Are unsolicited and are not being offered to influence decision-making.
 - Are infrequent and of minimal value of less than €100, for example, low-cost promotional objects, simple meals, or souvenirs with no cash value.
 - Arise out of activities or events related to my duties as a Trustee.
 - Are declared on receipt to the Company Secretary (or the Board Chairperson in the case of the Company Secretary).
 - Are within the normal standards of courtesy, hospitality, or protocol; and
 - Do not compromise or appear to compromise in any way my integrity as a member of the Board of Trustees of torc.CFRC.
- I understand that gifts with a value in excess of €100 should, if accepted be used for the benefit of torc.CFRC. In circumstances where I am unsure as to whether or not it is appropriate to accept a gift of small intrinsic value, even after consulting this policy, I will discuss the matter with the Chairperson. I also understand if the value of the gift is over €500, I will need to pre-approval from the Chairperson before accepting the gift on behalf of torc.CFRC.
- I will strive to punctually attend all Board meetings (and other relevant meetings), giving apologies ahead of time to the Chairperson/Company Secretary if unable to attend.
- Absence from a Board meeting does not absolve a Trustee from their responsibility or liability.
- I will commit to responding to the Company Secretary/nominated Board or Staff member with relevant information sought from me regarding compliance with governance.
- I will study the agenda and other information sent me in good time prior to the

meeting and be prepared to engage in debate, and if necessary, vote, on agenda items during the meeting.

- I will respect the authority of the Chairperson.
- I will accept a majority Board vote on an issue as decisive and final.
- I will take an active involvement in the organisation, including contributing to committees and working groups as required and I will promptly undertake actions that I have agreed to take on during meetings.
- I will participate in induction, training and development activities for Trustees.
- I will support the Chairperson and Executive role but will not interfere with his/her/their work or undermine his/her/their authority. The same applies to other Board members.

Board Members are expected to:

- Listen, respect each opinion. Challenge ideas not the person. Honest and constructive discussions are necessary to get the best results.
- Be patient when listening to others speak and do not interrupt them.

I understand that substantial breach of any part of this code may result in my removal from the Board.

Should I resign from the Board, I will inform the Chairperson/Company Secretary in advance in writing, stating my reasons for resigning.

By signing this Code of Conduct I am agreeing to all aspects of this Code.

Name (print): _____

Signed: _____

Date: _____

Please return the signed form to the Company Secretary.

Fiduciary Duties of Board Trustees

Duty of Loyalty – To Act in the Best Interests of the Company

The most important fiduciary duty is the duty of loyalty. Board Trustees should act in the best interests of the company, and not in their own interests or not to engage in transactions that involve a conflict of interest. This is a subjective test and not an objective test. Provided a Trustee satisfies himself/herself/they that he/she/they is acting in the best interests of the company, he/she/they will not be in breach of this duty if it subsequently transpires that the best interests of the company were not being met by such action. A corollary to this duty is that Trustees must not disclose confidential information which they obtain in their capacity as Trustees of a company, since this will generally not be in the best interests of the company.

Duty of Care

The second core fiduciary duty of Trustees is the duty of care. He/she/they must act with due care, skill and diligence. Trustees have a duty to pay attention, prepare for meetings and to try to make good decisions and not decisions that are completely irrational.

It is generally accepted that a Trustee is not required to exercise any greater degree of skill than may reasonably be expected from a person of his/her/their knowledge and experience. For this reason, when considering a transaction involving financial, corporate governance or legal issues, more will be expected of a Trustee with experience in those areas than one who has no knowledge or experience.

Duty of Disclosure

The third core fiduciary duty of Trustees, which has emerged in company law in recent years, is to provide reasonably complete disclosure to members when members are asked to vote, and when the company completes a conflict-of-interest transaction.

Duties of Good Faith and Honesty

In carrying out his/her/their duties and responsibilities, a Trustee must at all times, act with good faith and honesty in the best interests of the company.

Duties Owed to the Company: Regard to the Interests of Others

The introduction of the concept of "reckless trading" and the further tightening of the law on "fraudulent trading" by the 1990/2014 Companies Act have indirectly increased the need for trustees to have regard to the interests of a company's creditors. The 1990/2014 Act also requires Trustees to have regard to the interests of the company's employees (in any) in general, as well as the interests of its members, when performing their duties and responsibilities. The 1990/2014 Act specifically recognises that duty to have regard to the interests of employees (in any) is owed to the company and provides that it shall be enforceable in the same way as any other fiduciary duty owed to a company by its Trustees.

Policy Review

This policy will be reviewed in three years or sooner if circumstances change.

Revision History

Revision No.	Approval Date	Document Reference and Changes Made	Name