



# **BRIGANTES**

ORCHESTRA

**Charity Number: Brigantes Music 1187752**

## **Trustee Code of Conduct (February 2024)**

## Contents

1. <i>Purpose</i> .....	3
2. <i>Introduction</i> .....	3
3. <i>Legal requirements to be a charitable trustee</i> .....	4
4. <i>Appointment of Trustees</i> .....	5
5. <i>Length of term</i> .....	6
6. <i>Retirement and removal of Trustees</i> .....	6
7. <i>General principles of trustees</i> .....	6
8. <i>Statement of agreement</i> .....	8
a. <i>Eligibility</i> .....	8
b. <i>General Conduct</i> .....	8
c. <i>Meetings</i> .....	9
d. <i>Governance</i> .....	9
e. <i>Relations with others</i> .....	10
f. <i>Leaving the board</i> .....	10

## **1. Purpose**

This document sets out the ethical principles and expected standards for Trustees to follow when carrying out duties on behalf of Brigantes Music.

It provides Trustees with guidance on how to handle situations which pose dilemmas between alternative right courses of action, or when faced with pressure to consider right and wrong.

## **2. Introduction**

Brigantes Music is a Charitable Incorporated Organisation (Charity Commission Number 1187752).

The aims of Brigantes Music include advancing the education of people in the arts, specifically professional-standard classical music. We aim to do this in a variety of ways, including hosting professional symphonic concerts via our orchestra (the Brigantes Orchestra), outreach and education of people who would not necessarily attend classical music concerts, and inspiring children and young people to learn about classical music.

Charity trustees play a vital role in making sure that a charity achieves its core purpose. They oversee the overall management and administration of the charity. They also ensure it has a clear strategy and that the work and goals are in line with the charity's vision. Just as importantly, they support and challenge the executive team to enable a charity to grow and thrive, and through this, achieve its mission. Trustees have a collective responsibility, meaning they always act as a group and not as individuals.

The key duties of the Trustees of Brigantes Music are:

- Support and provide advice on Brigantes Music's purpose, vision, goals, and activities;

- Approve operational strategies and policies and monitor and evaluate their implementation;
- Oversee Brigantes Music's financial plans and budgets and monitor and evaluate progress;
- Review and approve Brigantes Music's financial statements;
- Ensure the effective and efficient administration of the organisation;
- Ensure key risks are being identified, monitored, and controlled effectively;
- Provide support and challenge to Brigantes Music's CEO in the exercise of their delegated authority and affairs;
- Keep abreast of changes in Brigantes Music's operating environment;
- Ensure the views of stakeholders / audience members / musicians are regularly sought and considered;
- Contribute to regular reviews of Brigantes Music's own governance. Attend Board meetings, adequately prepared to contribute to discussions;
- Ensure that the organisation acts in accordance with employment law and exercises a duty of care to its employees;
- Use independent judgment, acting legally and in good faith to promote and protect Brigantes Music's interests, to the exclusion of their own personal and/or any third party interests;
- Contribute to the broader promotion of Brigantes Music's objects, aims and reputation by applying your skills, expertise, knowledge, and contacts;
- Ensure they board regularly reviews its own training needs and creates an expectation of continuous professional development throughout the organisation;
- Upholds the good name and values of the charity.

### ***3. Legal requirements to be a charitable trustee***

UK law indicates who can be a trustee of a charity. Trustees MUST be:

- At least 16 years of age

- Properly appointed following the procedures and restrictions set out in the Charity's Governing Document

They must not:

- Have been disqualified from the role as a charity trustee
- Have an undischarged bankruptcy or individual voluntary arrangement (IVA)
- Have an unspent conviction for certain offences, including those that involve dishonesty or deception
- Be on the sex offenders' register.

#### ***4. Appointment of Trustees***

Brigantes Music may identify potential trustees through a number of avenues, including public advertising, recommendation, head-hunting individuals with specific skills, and so forth.

Potential applicants will be sent the current version of the constitution, the latest copy of the Trustees' Annual Report, a Statement of Accounts, and this Code of Conduct. They will also be directed towards the Charity Commission's information booklet CC3 "The essential trustee: what you need to know, what you need to do".

Interested individuals will be asked to apply for the role, completing an application form outlining their experience and qualification for the role.

All applicants will be asked to attend an informal interview either in person or virtually with a minimum of two trustees to discuss their application, skills, and vision for the charity. The interviewers will score the applicants' abilities and skills against the needs of the Charity and skill mix of the Board of Trustees at that time. The interviewers will work to ensure there is diversity in the demographic of the Board of Trustees and their skill set / talents / experience.

Where an applicant is considered suitable for the vacant role, a letter offering the role will be sent to the applicant along with this Code of Conduct. The applicant will become a Trustee when they have read and signed the Code of Conduct and returned it to the Charity.

## ***5. Length of term***

All charitable trustees are appointed for a three year term. Trustees may serve three consecutive terms. Trustees may not be reappointed for a fourth consecutive term but may be reappointed if this is voted for by the other Trustees.

## ***6. Retirement and removal of Trustees***

A trustee will cease to hold office if they:

- Retire in writing, as long as enough charity trustees remain in office when the notice of resignation takes effect
- Is absent without permission of the charity trustees from all their meetings held within a six month period and the trustees resolve that the office has been vacated
- Dies
- In the written opinion of an appropriate professional / company has become physically or mentally incapable of acting as a trustee and will remain so for at least three months
- Is disqualified from acting as a trustee according to UK law
- Has been considered to have substantially breached the Code of Practice, after full investigation including an opportunity to be heard, and after the offer of mediation.

## ***7. General principles of trustees***

The principles of our code of conduct are adopted from the seven principles of public life, also called the Nolan Principles. The seven principles are:

### **1. Selflessness**

*Trustees should aim to act solely in the public interest.*

### **2. Integrity**

*Trustees must avoid placing themselves under financial or other obligation to people or organisations that might try inappropriately to influence them in their work for Brigantes Music. They should not act or take decisions in order to gain financial or other benefits / gifts for themselves, their family, or their friends. They must declare and resolve any interests and relationships. They must avoid actual or perceived impropriety or inappropriate behaviour.*

### **3. Objectivity**

*Trustees must act and take decisions impartially, fairly, and on merit, using the best evidence and without discrimination or bias.*

### **4. Accountability**

*Trustees are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this, including from the media, Charity Commission, members, stakeholders, funders, parliament, and the courts. They must comply with UK law for trustees, and the constitutional requirements set out in Brigantes Music's Governance Documentation.*

### **5. Confidentiality and openness**

*Trustees should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for doing so. Where information is sensitive and a reasonable expectation of confidentiality exists, Trustees should ensure sensitive information and material is handled with due care.*

## **6. Honesty**

*Trustees should be truthful. Trustees should avoid conflicts of interest as far as is reasonably practical.*

## **7. Leadership**

*Trustees should ensure their behaviour and the way they treat others is respectful and in accordance with the Nolan principles. They should challenge poor behaviour wherever it occurs.*

## **8. Statement of agreement**

I agree to respect and uphold the values of Brigantes Music in the following areas:

### **a. Eligibility**

- I agree I am eligible to be a trustee by UK law, as summarised in section 3 of this document and the Charity's constitution.

### **b. General Conduct**

- I will act within the governing document of Brigantes Music and UK law, and abide by the policies and procedures of the charity.
- I will support the vision and aims of Brigantes Music, championing it, using any skills or knowledge I have to further that mission, and seeking expert advice where appropriate.
- I will be an active trustee, making my skills, experience, and knowledge available to Brigantes Music, and seeking to do what additional work I can outside trustee meetings, including sitting on sub-committees.
- I will respect organisational, board, and individual confidentiality, while never using confidentiality as an excuse not to disclose matters that should be transparent and open.
- I will use Brigantes Music's resources responsibly. When claiming expenses, I will do so in line with the relevant policy.



- I will seek to be accountable for my actions as a trustee of Brigantes Music and will submit myself to whatever scrutiny is appropriate.
- I accept my responsibility to ensure that Brigantes Music is well run and will raise issues and questions in an appropriate and sensitive way to ensure this is the case.

### *c. Meetings*

- I will attend all appropriate meetings and other appointments at Brigantes Music or give apologies. If I cannot attend meetings regularly, I will consider whether there are other ways I can engage with the charity.
- I will prepare fully for all meetings and work for Brigantes Music. This will include reading papers, quering anything I do not understand, thinking through issues before meetings, and completing any tasks assigned to me in the agreed time.
- I will engage actively in discussion, debate, and voting in meetings, contributing in a constructive way, listening carefully, challenging sensitively, and avoiding both conflict and dominating the contributions of others.
- I will participate in collective decision making, accept a majority decision of the board, and will not act individually unless specifically authorised to do so.

### *d. Governance*

- I will actively contribute towards improving the governance of the trustee board, participating in induction and training, and sharing ideas for improvement with the board.
- I will help to identify good candidates for trusteeship at Brigantes Music and, with my fellow trustees, will appoint new trustees in accordance with the agreed selection criteria.

*e. Relations with others*

- I will endeavour to work considerately and respectfully with all those I come into contact with at Brigantes Music. I will respect diversity, different roles and boundaries, and avoid giving offence.
- I recognise that the roles of the trustees, volunteers, and staff of Brigantes Music are different. I will seek to understand and respect the differences between these roles. Where I also volunteer with the organisation, I will maintain the separation of my role as a trustee and a volunteer.
- I will seek to support and encourage all those I come into contact with at Brigantes Music. I recognise my responsibility to support the chair, musical director, and musicians.
- I will not make public comments about Brigantes Music unless authorised to do so. Any public comments I make about Brigantes Music will be in line with organisational policy, whether I make them as a trustee or an individual.

*f. Leaving the board*

- I understand that substantial breach of any part of this code may result in procedures being put in motion that may result in me being asked to resign from the trustee board.
- Should this happen, I will be given the opportunity to be heard. If I am asked to resign from the board, I will accept the majority decision of a quorate meeting of the board in this matter and resign at the earliest opportunity.
- If I wish to cease being a trustee of Brigantes Music at any time, I will inform the chair in advance in writing, stating my reasons for leaving.

Signed .....

Name .....

Date .....