

## Governance Code of Conduct

<b>Owner</b>	Kathleen Formosa, Director of Governance and Purpose /Company Secretary		
<b>Approved by</b>	Board of Trustees		
<b>Supersedes</b>	October 2022		
<b>Links to</b>	WEA Articles of Association; Managing Conflicts of Interest Policy; Gifts & Hospitality Policy		
<b>Version Number</b>	1.6	<b>Date of Approval</b>	
<b>Date of Issue</b>		<b>Review Body</b>	Board of Trustees
<b>Next Review Date</b>	November 2025	<b>Original Date of Issue</b>	December 2018

Version	Date	Author	Status	Comment
2	December 2019	Kathleen Formosa, Head of Corporate Governance and Company Secretary	Draft	Updated and accepted as a working document.
3	October 2020	Kathleen Formosa, Head of Corporate Governance and Company Secretary	Review & Approval	Full redraft.
4	October 2021	Kathleen Formosa, Head of Corporate Governance & Company Secretary	Review & Approval	Policy scope expanded to include Trustees as well as non- Trustee members of Board-level and Regional Committees.
5	October 2022	Kathleen Formosa, Head of Corporate Governance & Company Secretary	Review & Approval	General update with no material changes
6	September 2023	Kathleen Formosa, Head of Corporate Governance & Company Secretary	Review and Approval	Policy scope expanded to reference updated Articles (Dec 22) and Regulations, other WEA P&Ps including process for dealing with a complaint about a Trustee, Committee or Panel Member
7	November 2024	Kathleen Formosa, Director of Governance & Purpose/Company Secretary	Review and approval	The policy has been updated to reflect the Articles of Association and Regulations (last amended 11 July 2024) and the Director's role title from 1 August 2024.

## Scope

This Code of Conduct applies individually to each WEA Trustee, each non-Trustee member of any Committee of the Board of Trustees, and each Member of an Advisory Panel. This Code of Conduct also applies collectively to the Board of Trustees, its Committees and each Advisory Panel.

This policy should be read in conjunction with other policies and procedures which include the following:

- Fraud Prevention Policy & Response Procedure
- Gifts & Hospitality Policy
- Managing Conflicts of Interest Policy & Declaration Form
- Complaints Procedure (Trustees, Committee Members and Advisory Panel Members Only)

Members of Committees or Advisory Panels who are employees should also refer to WEA HR policies that apply to all employees. An employee is defined as anyone with a contract of employment, including administrative staff and tutors.

## Introduction

WEA Trustees acknowledge the particular high standards applying to them as Trustees of WEA as a charity and as directors of WEA as a private company limited by guarantee.

The Code provides a structure for the responsibilities and expectations to help avoid or address problems. It aims to provide Trustees, Committee Members and Advisory Panel Members with an understanding of what is required of their role, enabling them to be transparent, open and accountable in what they do and how they do it. For the most part, this Code simply codifies the good practice and behaviour already in existence. Being a Trustee, Committee Member or Advisory Panel Member is a role that can change as the WEA grows and develops, and there can be a shift in what Trustees, Committee Members and Advisory Panel Members need to do to fulfil their responsibilities.

On Boards, Committees and Advisory Panels, there are often people with different approaches and styles, who come together infrequently and who are expected to know what to do and how to ensure that WEA is well run. However, they all have one thing in common, to deliver our mission to ensure adult learning is within reach.

## 1. Values

I promise to abide by the democratic values that underpin all activities of the Association.

I accept, as applicable and as may be added to and/or updated from time to time in law, the responsibilities and powers of all involved in the governance of the Association as set out in Articles 32-35. Further to these responsibilities and powers, I accept the following as fundamental values expected of all those involved in the governance of all UK charities:

- **Accountability** -- Everything WEA does will be able to stand the test of scrutiny by the public, the media, the Charity Commission, OSCR (Office of the Scottish Charity Regulator), Association Members and other stakeholders, funders, parliament, and the courts.
- **Integrity and honesty** -- These will be the hallmarks of all conduct when dealing with colleagues within WEA and equally when dealing with individuals and institutions outside it.
- **Transparency** -- WEA will maintain an atmosphere of openness throughout the Association to promote the confidence of the public, Association Members, staff and other stakeholders, charity regulators and parliament.

In addition to the standards and obligations set out above, I will also:

- Follow the Nolan '[7 principles of public life](#)'. These are ethical standards expected of people in public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- Accept the responsibilities and powers specific to Trustees as set out in the governing documents section of WEA's website [here](#)

## 2. Law, Mission & Policies

I will:

- Support WEA's Objects (Article 1) and Principles (Article 2), and act within the scope of the Association's Powers (Article 3) as set out in the Articles of Association.
- Abide by the policies and procedures of WEA.
- Act lawfully and in accordance with external regulations in all aspects of my role.
- Support, protect and champion the mission, vision and values of WEA.
- Ask questions and seek training to develop and maintain an up-to-date knowledge of WEA and the regulatory and funding environment in which it operates.

## 3. Conflicts of Interest

I will abide by WEA's Managing Conflicts of Interest Policy and in accordance with Article 16

I will:

- Always act in the best interests of WEA as a whole and not as a representative of any group, considering what is best for WEA and its present and future beneficiaries.
- Declare any conflict of interest in line with WEA's policy, or any circumstance that might be viewed by others as a conflict of interest as soon as it arises.
- Submit to the judgment of the Board of Trustees and do as it requires regarding potential conflicts of interest.

## 4. Person to Person

I will:

- Act lawfully and have regard of WEA's policies in my relationships with fellow Trustees, staff, volunteers, Association Members, students, partners, suppliers or anyone with whom I come into contact in my role.
- Establish respectful, collegial, and courteous relationship

- Work considerately and respectfully with everyone – respecting equality, inclusion and diversity and different roles and boundaries.
- Maintain the separation of my role as a Trustee, Committee Member or Advisory Panel Member and any other role I may have (e.g., as a branch volunteer, staff member, learner, etc.) within WEA.

## 5. Protecting WEA's Reputation

I will:

- Ensure, when I am speaking as a Trustee or representative of WEA, that my comments reflect current organisational policy, even when these do not agree with my personal views.
- Ensure, when I am speaking as a private citizen, that I strive to uphold the reputation of WEA and those who work and/or volunteer in it.
- Ensure that any public comments I make about WEA (including comments on social media) will be considered and in line with WEA policy.
- Respect organisational, Board, Committee, Advisory Panel and individual confidentiality.

## 6. Personal Gain

In accordance with Article 16, I will:

- Not seek personal financial or material gain from my role, nor will I permit others to do so as a result of my actions or inaction.
- Use WEA's resources responsibly.
- Document expenses and seek reimbursement according to procedure.
- Not accept gifts or hospitality (other than low value gifts as permitted under the Gifts & Hospitality Policy) without the prior consent of the Chair of Trustees or relevant Committee or Advisory Panel Chair.

## 7. Behaviour

I will:

- Abide by WEA's governance policies, procedures and practices.
- Embody the principles of leadership in all my actions and live up to the trust placed in me by WEA.
- Accept my role and responsibility to support WEA's sound management and good governance, raising issues and questions in an appropriate and constructive way to ensure that this is the case.
- Maintain confidentiality of the Board of Trustees and any Committee or Advisory Panel unless authorised by the Board/Committee/Advisory Panel (or relevant Chair on their behalf) to speak of it.
- In meetings:
  - Strive to attend all meetings, giving apologies ahead of time to the Chair or Company Secretary (or their equivalent) if unable to attend.
  - Study the agenda and other information sent to me in good time prior to any meeting, participate in deliberations, and vote on agenda items during the meeting.
  - Honour the authority of the Chair (or Lead Volunteer for Advisory Panels) and respect their role as meeting leader.
  - Engage and participate in deliberations and voting at meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.

- Accept a majority vote on an issue as decisive and final (and where decisions are referred to Trustees for final approval, accept the outcome of any decision of the Board of Trustees as decisive and final).
- I will stand by all collective decisions and not act individually unless specifically authorised to do so.

## 8. Enhancing Governance

I will:

- Participate in induction, training and development activities for Trustees and non-Trustee committee/advisory panel members.
- Continually seek ways to improve governance practice.
- Strive to identify good candidates who represent the diverse nature of our communities to enhance or fill vacancies arising on the Board/Committee/Advisory Panels and appoint new Trustees/non-Trustee Members in accordance with the relevant provisions of WEA's Articles of Association and Regulations and WEA's relevant recruitment policies and procedures.
- Support the Chair and Vice Chair in their efforts to demonstrate good and effective leadership and facilitate the effectiveness of the Board/Committee.
- Support the CEO/GS and all colleagues in their executive role and, with my fellow Trustees/Committee/Advisory Panel Members, support their development.

## 9. Leaving the Board/Committee

In accordance with Article 20 and Regulations 2.4 - 2.6, I understand and accept that:

- Substantial breach of any part of this Code of Conduct may result in my removal from the Board of Trustees or any Committee/Advisory Panel.
- Should procedures that may result in my being asked to resign from the Board, a Committee or Advisory Panel commence, I will be given the opportunity to be heard. If I am asked to resign, I will accept the majority decision and resign at the earliest opportunity.
- Should I resign from the Board, a Committee or Advisory Panel, I will inform the Chair in advance in writing, stating my reasons for resigning. Additionally, if asked, I will participate in an exit interview.