

Trustee Code of Conduct



This Code gives an overview of the standards and commitments expected of Trustees of the Physiological Society ('the Society') to ensure consistent application of the values, ethos and ways of working at the Society.

As a Trustee of the Society, I undertake to fulfil the obligations and responsibilities required of me by law, to act in the best interests of The Society, and to abide by and act in accordance with the duties and best practices summarised below.

Vision, Purpose and Values

As a Trustee, I undertake to ensure the strategy pursued by the Board is in furtherance of the Society's charitable objects, vision and purpose. I will act in accordance with the Society's organisational values.

Vision

A world in which physiological discovery leads to healthier lives.

Purpose

To support and inspire our community to advance the physiological sciences.

Values

Three principles guide the way we work, both internally and externally. We will:

1. Act with integrity and respect
2. Inspire and empower
3. Embrace collaboration and diversity

Duties

Board and other Trustee meetings

As a Trustee and member of the Board I will:

- **Exercise reasonable care, skill and diligence in performing my duties**
- **Promote the success of the Society**
- **Be present**
Miss no more than three consecutive Board meetings and no more than four over the duration of my term as a Trustee. Where my absence is unavoidable I will send apologies to the Chair as soon as possible. Allowances for exceptional circumstances may be made.
- **Be prepared**
Read the agenda and supporting papers sent to me in good time prior to the Board meeting, think through issues in advance and be prepared to debate and vote on agenda items.
- **Be engaged and constructively challenge**
Listen carefully to presentations and actively participate in discussion, debate and voting, in a considered and constructive way, challenging others sensitively and avoiding conflict.
- **Avoid Conflicts of Interest and Loyalty**
Declare to the Board, in writing, any conflict(s) of interest and will not promote any personal agenda when engaging in discussion. I will form opinions and make suggestions in the best interests of the Society and not as a representative of any group, nor will I allow my judgment to be clouded by personal, or other

professional loyalties. I will not accept benefits from third parties which could give rise to a conflict of interest.

- **Respect collective responsibility for actions that are taken with the *authority of the Board***

Participate in collective decision making, accept majority decisions and not act alone unless specifically authorised to do so by the Board. I accept that collective responsibility applies to all decisions passed by a majority of Trustees.

- **Abide by confidentiality**

Recognise that the information, data and resources I receive in my capacity as a Trustee are confidential to the Society and I will not share content or information with those outside the Board unless authorised by it to do so.

Enhancing governance

As a Trustee and member of the Board I will:

- Act only in accordance with the Society's Articles of Association and Regulations.
- Participate in the Society's induction, training and development activities for Trustees.
- Support the Chair in his/her efforts to improve his/her leadership skills.
- Support the Chief Executive in his/her executive role and, with my fellow Board members, seek development opportunities for him/her.

Working with others

As a Trustee and member of the Board I will:

- **Effectively delegate**

Recognise and respect that the roles of Trustees, Committees and staff are different and act within the agreed lines of delegated responsibility to allow the Chief Executive and Senior Staff the flexibility and autonomy to carry out the operational activities of the Society.

- **Volunteer**

Where I volunteer with the Society I will keep separate my role as a Trustee from that of volunteer.

- **Act professionally**

Exercise independent judgment, conduct myself and all relationships professionally and appropriately and be considerate of all those I come into contact with, respecting diversity, different roles and boundaries.

- **Be an ambassador**

Be aware of my role as a representative of the Society (even if indirectly) and not comment publicly about the organisation unless authorised by the Board to do so. Any public comments I make about the Society will be considered and in line with organisational policy, whether I make them as an individual or as a Trustee. I will also be careful, when commenting on other matters to make it clear when I am representing The Society and when comments are mine alone.

The Society staff will undertake to:

- Work with Trustees to ensure that they fulfil all their statutory and legal responsibilities
- Provide Trustees with timely and relevant information, and the Board with the necessary administrative support, in order to allow the Board to govern well
- Invest time, money and other resources in order to help support and further develop good governance
- Reimburse Trustees' out-of-pocket expenses incurred in the course of their duties as Trustees

Legal and Policies

As a Trustee I will act in accordance with the Articles of Association as well as Charity and Company law. I have received and will abide by the policies and procedures of the Society:

Society policies

- Member Code of Conduct
- Delegated authority
- Financial delegations
- Risk Management Policy
- Reserves Policy
- Investment Policy Statement
- Whistleblowing Policy
- Counter fraud Policy
- Anti-money laundering Policy
- Health and Safety Policy
- Expenses Policy
- General Data Protection (GDPR) Policy
- GDPR Trustees and Volunteers Compliance Policy

Other documents

As a Trustee I will familiarise myself, and act in accordance, with:

- The Physiological Society Trustee Job Description
- The Charity Commission's "The Good Trustee Guide"
- The Good Governance Code
- The Society's "2023-2027 Strategy"

-
- I will abide by this Trustee Code of Conduct for the duration of my term as a Trustee and understand that substantial breach of any part of this Code, and/or associated policies, could lead to my removal as a Trustee from the Board.
 - Should procedures be put in motion that may result in a request for my resignation from the Board, I understand that I will be given the opportunity to be heard. In the event that I am asked to resign from the Board, I will accept its majority decision and resign at the earliest opportunity.
 - Should I myself choose to resign from the Board I will inform the Chair in advance, in writing, stating my reasons for resigning. Additionally, I understand I will be expected to participate in an exit interview.
 - I will respect the need for confidentiality, professionalism and appropriate behaviour concerning all Society business. Subsequent to standing down as a Trustee, whether due to termination of appointment, resignation or completion of term in office I will securely destroy all Society information and data held by me personally and as a consequence of my role as a Trustee.

Signed

Name

Date.....