



WRT DIRECTORS CODE OF CONDUCT

**WRT 06/19
WEARDALE RAILWAY TRUST**

Weardale Railway Trust

Code of Conduct for Trust Council Members (Directors/Trustees)



1 Introduction

The Trust recognises the contribution made by voluntary Trust Council Director/ Trustees to the running of the Trust.

- 1.1 The purpose of this Code is to maintain high standards of conduct, assist the Director/Trustees in their work for the Trust and to protect the best interests of the Trust.
- 1.2 Throughout the Code of Conduct, the term "Trust Council" is used to refer to both members of the Trust Council (Director/Trustees) and members of Committees established by the Trust Council (which may include Director/Trustees and ordinary members of the Trust).
- 1.3 The term 'members of the Trust Council' is used to refer to elected or co-opted Director/Trustees unless otherwise defined.

2 Obligations of Trust Council Directors/Trustees

- 2.1 The Trust expects that all Trust Council Director/Trustees will support the Trusts values, aims and policies once these have been agreed.
- 2.2 The Trust Council will normally attempt to reach decisions by consensus.
- 2.3 Trust Council Director/Trustees are required to act only in the interests of the Trust and not on behalf of any constituency or interest group. The experience and understanding that each Director/Trustees brings from their own experience is highly valued and Trust Council Director/Trustees are not expected to act as representatives of any constituency or interest group.
- 2.4 Trust Council Director/Trustees are expected to attend meetings of the Board and meetings of Committees and Working Groups of which they are a member. Directors are expected to have read the papers which have been circulated prior to meetings so that they can contribute fully to meetings.
- 2.5 Trust Council members are required to:
 - listen, and respect the views of others;
 - seek positive and constructive resolution to those issues where differences in opinion exist;
 - respect the office of the Chair, to ensure the orderly conduct of meetings.

2.6 From time to time, the Trust Council will require Director/Trustees to represent the Trust to outside agencies and organisations

3 Declarations of Interest

3.1 All Trust Council members are required to:

- ensure that private or personal financial interest never influences their decisions;
- ensure that they do not use their position as a Trust Council Director/Trustee for personal gain of any sort;
- disclose to the Company Secretary any direct or indirect pecuniary interest or other interests which are not pecuniary, but which could influence judgment or give the impression that the Trust Council was acting for personal motives as soon as they are aware of any such interest;
- note that the Chair or the Company Secretary has the right to request that a Board member withdraws from that part of the meeting when any such conflict of interest exists;
- resign from the Trust Council if he/she has any business interests relating to the work of the Trust which either directly or indirectly give personal advantage or conflict with the requirements of Charities Act 2006 or other relevant legislation;
- comply with the Trust policy of declaring hospitality and gifts;
- not gain any advantage by virtue of Trust Council membership if they use the services of a consultant, contractor, professional advisor or other individual firm that also works for the Trust and to disclose any such use to the Company Secretary.

3.2 In the event of a Trust Council member considering that another Trust Council member has an interest which should be disclosed, he/she has a duty to report that matter immediately to the Company Secretary

4 Confidentiality

Trust Council members should not pass any confidential or commercially sensitive information gained through their involvement with the Trust to a third party without the approval of the Chair or Company Secretary.

5 Outside Activities

Board members should always consider themselves as being potentially regarded as ambassadors of the Trust and should, therefore, ensure that none of their other activities have the effect of bringing the Trust into disrepute.

6 Misconduct

6.1 Trust Directors conduct may be unsatisfactory when a breach of the Trusts M&As, this Code or members' legal obligations (Companies Acts, Charities Acts or published Charity Commission guidance) has occurred.

- 6.2 In cases where there is concern that a member's conduct may be considered unsatisfactory, the following procedure will be adopted:
- 6.2.1 The Chair will arrange for an investigation of any allegation of misconduct to be conducted to establish the facts.
 - 6.2.2 The Chair will invite two other members of the Board to form a Panel to consider the facts and to determine what action should be taken; if the complaint concerns the Chair then the Vice Chair will convene the panel.
 - 6.2.3 The Panel will determine what action shall be taken.
The action that will be taken will depend upon the seriousness of the misconduct and any previous misconduct. In cases of serious misconduct, the Panel will seek a voluntary resignation from the Board and if such resignation is not forthcoming, formal procedures will be taken in accordance with the Trusts M&As to remove the Director/Trustee (governed by Section 303 of the Companies Act and Clause 55 of the Trusts M&As Disqualification of Members of the Council).
- 6.3 In cases where the Chair feels it is appropriate, he/she may suspend the relevant Director/Trustee from attendance at meetings of the Trust Council and other Trust committees (except general and annual general meetings of the Trust) while the matter is being investigated.

7 Grievances

- 7.1 The procedure for individual grievances covers those matters which are specific to the individual Trust Council member in relation to his/her service as a Trust Council member.
- 7.2 If a Trust Council member wishes to raise a grievance, he/she should write to the Chair of the Trust.
- 7.3 If the grievance relates to another Trust Council member the Chair should investigate and determine the appropriate course of action.
- 7.4 If the grievance relates to the Chair then the Vice Chair will investigate and determine the course of action.
- 7.5 If the Trust Council member is not satisfied with the reply which would normally be sent within 28 days of the original grievance, he/she may appeal to the Chair or Vice Chair (as appropriate) in writing seeking an appeal and outlining the grounds for the appeal.
- 7.6 The appeal may be referred to an Appeals Panel (made up of the Chair or Vice Chair – as appropriate plus two Trust Council members). Appeals will normally be held within 28 days of the appeal.
- 7.7 The decision of the appeals panel is final.

WRT Code of Conduct for Trust Council Members (Directors/Trustees) V2

Date approved	4 March 2019	
Date of review	3 March 2020	
Signed by and on behalf of Weardale Railway Trust	Name Mr Kevin Richardson Designation Chairman	Signature <i>K Richardson</i>
Signed by and on behalf of Weardale Railway Trust	Name Mr Paul Wilson Designation Secretary	Signature <i>P Wilson</i>