1. Introduction

This Code applies to members of the Board of Trustees of Queen Mary, University of London Students’ Union (QMSU), and provides a framework of expected behavior and standards for all categories of Trustee in the stewardship of QMSU’s affairs. The principles underlying the Code (in particular relating to confidentiality and reputational matters) also apply to former members of the Board of Trustees. The Code is not a list of Trustees’ legal duties, although many of the elements of the Code are based on legal principles and trustee responsibilities. These duties are summarised in the Charity Commission’s leaflet, The Essential Trustee: What you need to know¹. Underpinning the Code is the need to ensure that QMSU maintains the highest standards of integrity and stewardship; is effective, transparent and accountable; and fosters and sustains good working relationship with the Chief Executive and his/her senior team.

The Code

2. General

Trustees will be expected to abide by the Principles set out by the Committee on Standards in Public Life - selflessness, integrity, objectivity, accountability, openness, honesty and leadership in the oversight of QMSU. These principles will underpin the conduct of all Trustees.

3. Legal and constitutional responsibilities

QMSU Trustees:-

3.1 must act in accordance with the law, which includes for these purposes, charity law, company law and any other relevant legislation or regulations which impact on any aspect of the Trustee role;

3.2 must be familiar with, and act within, QMSU’s Articles of Association and its Byelaws and abide by all codes, policies and procedures which flow from, or inform these governing documents;

3.3 will support QMSU’s mission and act as its guardian; and

¹ CC3 The Essential Trustee: What you need to know, March 2012
3.4 will ensure that QMSU pursues its objects as set out in its Articles of Association and uses its resources exclusively in pursuance of those objects.

4. Relations with others, and safeguarding QMSU’s and the College’s reputation

QMSU Trustees:-
4.1 must strive to establish respectful, collegial and courteous relationships with all individuals and groups with which they come into contact in this role;
4.2 must strive to safeguard the reputation of QMSU and ensure that it and its stakeholders do not act in such a way as to damage that reputation, or the reputation of Queen Mary, University of London, and accordingly must not speak on behalf of QMSU in any way which would jeopardise the reputation of QMSU or the reputation of Queen Mary, University of London;
4.3 must respect organisational, Trustee Board and individual confidentiality; and
4.4 should take an active interest in QMSU’s public image and the national Students’ Union sector.

5. Personal Gain

QMSU Trustees:-
5.1 unless specifically and lawfully authorised to do so (for example, under the Education Act 1994 or Trustee Act 2000), will not gain materially or financially from their role as trustee, or permit others to do so as a result of their actions or negligence;
5.2 must use the resources of QMSU responsibly, and when authorized;
5.3 will not accept substantial gifts or hospitality without prior consent of the Board of Trustees; and
5.4 will document expenses and seek reimbursement according to procedure.

6. Conflicts of interest

QMSU Trustees:-
6.1 must always strive to act in the best interests of QMSU and its present and future members;
6.2 must not put themselves in a position where their personal interests are in conflict with their duties and obligations as a Trustee;
6.3 will declare any conflict of interest as referred to in the Articles of Association, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises, whether or not it is lawfully intended;
6.4 acknowledge that a failure to declare a conflict of interest may be considered to be a breach of this code;
6.5 must complete and sign a declaration of interests form on taking office and update it as necessary and at least annually.
6.6 should note that such declaration of interests will inform QMSU’s Register of Interests, which will be open to inspection by members of QMSU.

7. **In the Boardroom**

QMSU Trustees:-

7.1 will strive to embody the principles of leadership in all their actions as entrusted to them by the Students' Union;

7.2 must abide by any Board governance procedures and practices that may be established;

7.3 must strive to attend all Trustee Board meetings, giving apologies ahead of time to the Chair if unable to attend, noting that there are procedures under the Articles of Association for the removal of Trustees who miss a specified number of meetings on a consecutive basis, without good reason;

7.4 must honour the authority of the Chair and respect his or her role as meeting leader;

7.5 will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making their voice heard;

7.6 will accept a majority Trustee Board vote on an issue as decisive and final; and

7.7 must maintain confidentiality in relation to Boardroom business, as set out in the Annexe.
Annexe

Confidentiality of Board and Committee Papers: Supplement to the Trustees Code of Conduct

1. As the Students’ Union is a charity which receives substantial amounts of public funding, it is important that it conducts its business openly and transparently. Trustees should, therefore, ensure that, as a general principle, students and staff of Queen Mary, University of London and QMSU have free access to information about meetings of the Board of Trustees and its committees. The minutes of Trustee Board meetings and of its committees will be displayed on QMSU’s website when they have been confirmed.

2. There will, however, be occasions when papers and records of discussions and decisions will not be made available publicly or indeed to other students and staff. These occasions will normally be when commercially sensitive matters are under discussion (for example a tender for some new business), or when named individuals are identified in papers (such as in a disciplinary case). Papers relating to such matters will be labelled Confidential. Trustees should not discuss the content of such papers with anyone outside the committee or board which considered them. In the event of any uncertainty about this guidance should be sought from Secretary to the Board of Trustees or the secretary of the appropriate committee.

3. It is important that the Trustee Board and its committees are able to engage in open and detailed discussion in order to make the best possible collective decisions. There must, therefore, be trust among members who have a shared corporate responsibility for the oversight of the Union. Trustees should, therefore, keep confidential any matter which the Chair of the Board or of a committee considers should be dealt with on a confidential basis.

4. Trustees should not make statements to the press, media or in public meetings relating to the business of the Board or any of its committees without the approval of the Chair or the Chief Executive. Trustees are not permitted to make statements which purport to represent the views of the Board without the Chair’s authority. Trustees should not disclose outside Board or committee meetings the views of individual members.