



APPCT Trustee & Independent Member Code of Conduct

1. Introduction

- 1.1 This policy applies to Trustees and Independent Members ('the members') of Alexandra Park and Palace Charitable Trust (APPCT), hereafter known as 'Alexandra Palace'.
- 1.2 The Code of Conduct sets out the standards of behaviour expected of those charged with the governance of Alexandra Palace.
- 1.3 The Code also refers to procedures for declaring and managing conflicts of interest, in particular, personal and financial activities, and provides clear guidance on the boundaries of acceptable conduct.

2. Principles and Structure of the Code

The Code of Conduct is in two parts. A preamble, which is based on the [Charity Ethical Principles developed by the NCVO](#) and the seven principles of public life established by the Nolan Committee (<http://www.public-standards.gov.uk>) and the Code itself.

3. Coverage

The Code of Conduct applies to voting and non-voting members of Alexandra Palace boards and committees, who will also complete declarations of interest forms and maintain the Register of Interests.

4. Scrutiny

Members should **sign the declaration at the end of this policy** once they have read the Code of Conduct and completed the Declaration of Interests forms. All signed copies of the code and completed forms will be held by the Charity Secretary.

5. Liabilities

Charity Trustees and, in some cases, the members, are personally liable for the debts and liabilities of their charities, regardless of whether the board has acted inappropriately or not. Alexandra Palace purchases trustee indemnity insurance, to cover loss arising in the event of a claim made against a member, however, the Charities Act 2011 states that such insurance must exclude any liability:

- to pay a criminal fine, or a penalty for non-compliance with a regulatory requirement;
- for defending criminal proceedings in which the trustee is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct; or
- any liability that arises out of any conduct which the trustee knew (or must reasonably be assumed to have known) was not in the interests of the charity, or did not care whether or not it was in the best interests of the charity.

6. [NCVO CHARITY ETHICAL PRINCIPLES](#)

Beneficiaries first

Charities have a responsibility to carry out their purposes for the public benefit. The interests of their beneficiaries and the causes they work for should be at the heart of everything charities and those who work and volunteer in and with them do.

Integrity

Charities, and those who work and volunteer in and with them should uphold the highest level of institutional integrity and personal conduct at all times.

Openness

Charities should create a culture and space where donors and supporters, as well as the wider public, can see and understand how they work how they deal with problems when they arise and how they spend their funds.

Right to be safe

Every person who volunteers with works for or comes into contact with a charity should be treated with dignity and respect, and feel that they are in a safe and supportive environment.

All charities have a responsibility to create an inclusive culture that does not tolerate inappropriate, discriminatory, offensive or harmful behaviour towards any person who works for, volunteers with, or comes into contact with the charity.

Charities should also be places where people's wellbeing and mental health are valued and promoted so that anyone working in the charity or coming into contact with the charity is encouraged to value and invest in their own health and wellbeing.

7. THE NOLAN PRINCIPLES

SELFLESSNESS

Alexandra Palace members have a general duty to act in the best interest of the Charity as a whole. They should not do so in order to gain financial or other material benefits for themselves, their family, their friends or any organisation of which they are a member with which they are associated.

INTEGRITY

Members:

Should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role;

As well as avoiding actual impropriety, should avoid any appearance of improper behaviour;

Should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement.

OBJECTIVITY

Members must operate under a high duty of care and should exercise at least the same degree of care in dealing with the administration of Alexandra Palace as a prudent business person would exercise in managing their own affairs or those of someone for who they were responsible.

In carrying out their role, including making appointments, awarding contracts, recommending individuals for rewards and benefits or transacting any other business, board members should ensure that decisions are made solely on merit.

ACCOUNTABILITY

Members have a duty to comply with the requirements of charity and company law in accounting for the use and application of Alexandra Palace's assets and should meet the statutory requirements in accounting for those assets.

Members should submit themselves to whatever levels of scrutiny are required to maintain member and public confidence in the management and administration of Alexandra Palace.

OPENNESS

Members must strike a balance between a commitment to be open and accountable for the decisions they make and the requirement to handle confidential material with discretion. They should restrict information only when the wider interest of the charity demands it.

Members must ensure that they understand the status of the information that they receive and should ensure that confidential material, including information about individuals and material which could affect the business success of Alexandra Palace is handled with due care. In all other matters board members should be as open as possible about their decisions and decision making procedures.

HONESTY

Members have a duty to declare any interests relating to their role and to take steps to resolve any conflicts that may arise. Where private interests of a member conflict with their member duties, the conflict must be resolved in favour of the member role. A private interest in this context includes memberships or other relationships with other charities and non-profit making organisations, as well as directorships of, employment by or shareholdings of more than 1% of the issued share capital of a private business.

LEADERSHIP

Members should: promote and support the principles enshrined in the Code of Conduct through leadership and example; respect the role of the CEO and management. There will be circumstances under which members will be working directly with staff and must take care not to use their role to influence staff other than in the implementation of agreed policy. Any discourtesy or harassment of staff could lead to a vote of no confidence resulting in removal from the Board.

CODE OF CONDUCT – MEMBER DECLARATION FORM

Code	Guidance Note
Mission As a guardian of the Charity and steward of the assets I will support Alexandra Palace's mission (the Charitable Purposes) and values	To support and guard the mission the member will actively participate in the following governance activities: <ul style="list-style-type: none"> • Direction: providing leadership, setting strategy and being clear about what the organisation is aiming to achieve and how it is going to do it. • Effectiveness: making good use of financial and other resources to achieve the desired outcomes. • Supervision: establishing and overseeing controls and risk management, and monitoring performance to make sure that the Charity is on track to achieve its goals, making adjustments where necessary and learning from mistakes. • Accountability: reporting to those who have an interest in what the organisation is doing and how it is doing it.
I will demonstrate appropriate Boardroom Behaviours	Members are expected to: understand the role of the board and prepare effectively for meetings; use their skills, knowledge, experience and own judgement, question assumptions/ established views and encourage diversity.
Conflicts of Interest and Loyalty I will always strive to act in the best interests of Alexandra Palace and I will declare and register my private interests in accordance with Alexandra Palace's Conflicts of Interest policy and procedures.	Members must register and declare their private interests in the Register of Interests. Not all interests registered will necessarily lead to a conflict of interest or the exclusion a member from participating in decision making. A member should raise concerns they have about deciding if a potential conflict of interest exists with the Chair and the Charity. The Charity Secretary will produce an annual report on conflicts of interest showing any relevant contracts or grants awarded or decisions made, affecting board member interests and the occasions when members have declared conflicts of interest at Board meetings. Complaints about a member's failure to register or declare an interest or to manage a conflict of interest properly will be referred to the Charity Secretary for consideration and/or resolution and may be reported to the Charity Commission.
I will declare my interests in a political party in the Member Register of Interests.	While the recruitment process should have identified and resolved any potential political conflicts before a board member is appointed to the board, it is best practice for members to record any details of political office, statement of political support or donations exceeding £5,000 in the Register of Interests.
Persons to Person I will always seek to act in accordance with Alexandra Palace values and policies in my relationships with fellow members, staff, volunteers, supporters, partners and beneficiaries, or anyone I come into contact within my role.	The Alexandra Palace expects its members to own and uphold its values and ethos in their relationships with all Stakeholders.
Protecting APPCT's reputation I will not speak as a member of Alexandra Palace to the media or in any other public forum without first informing Alexandra Palace. When I am speaking as an Alexandra Palace board member within or outside the organisation, my comments will reflect current policies and organisational views even when these do not agree with my personal opinion.	If you are approached by the media for a statement or are invited to speak at a public meeting on an issue relating to the Charity, please notify the Chair and contact the CEO who will provide advice on whether to accept the invitation and will arrange a briefing should one be required. Dissenting views can and indeed should be aired in discussions at Board meetings. However, when speaking for Alexandra Palace outside of the confines of the Board meetings, members must represent the official position of the Board. Every effort should be made by board members, and by those preparing them to speak to the public, to represent these views accurately and consistently. In cases where an issue has not yet been decided or, if necessary, come to vote or a decision reached, members should consult the Chair.
Political Affiliation I will not use my board member role for either personal political advantage or to gain advantage for any political party of which I am a member.	Members should not use their position in Alexandra Palace to advance their political career or seek political or electoral advantage through their association with Alexandra Palace. For example, their member role in Alexandra Palace may be referenced in election material but not exploited in such a way as to imply endorsement by Alexandra Palace of their candidature. They should not seek to impose their personal or political views or their political party's views or policies on Alexandra Palace.

<p>Personal Gain I will not personally gain materially or financially from my role as a member, nor will I permit others to do so as a result of my actions or lack of action.</p> <p><i>Alexandra Palace's Member Expenses Policy is available from the Charity Secretary.</i></p>	<p>I will document expenses and seek reimbursement according to Alexandra Palace's Member Expenses Policy. Aggregate member expenses are reviewed by Alexandra Palace's external auditors and declared in the Annual Report and Accounts.</p> <p>Members should not accept gifts or hospitality that might reasonably be thought to be an attempt to influence their judgement as a member. In case of doubt please contact the Charity Secretary.</p> <p>Members must declare at each Board meeting any remuneration they (or a person connected with APPCT) have received from Alexandra Palace.</p>
<p>At Board Meetings I will strive to attend all Board meetings, giving apologies ahead of time to the Chair and Company Secretary if unable to attend.</p> <p>I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinion of others while making my voice heard.</p> <p>I will maintain confidentiality about the business conducted in Board meetings unless authorised by the Chair or the Board to speak of it.</p>	<p>Members are required to attend at least 50% of Board meetings. If a member is absent from more than three consecutive meetings, the Board may call upon that member to step-down from the committee.</p> <p>The Board is made up of a group of individuals with different views. However, all members should have in common a commitment to Alexandra Palace and the Board's governance process. To engage in this process, members must express their views clearly when it is their turn to speak, and then listen to others in turn. They must not attempt to silence minority opinions nor, for instance, talk over others, use their mobile phones or other technology inappropriately in meetings or leave the room unnecessarily when others are speaking.</p> <p>Following debate by the Board, if it is not possible to obtain consensus on an issue then the Chair may call for a vote. BMembers vote according to procedure. In case of a tied vote, the Chair has a casting vote. A majority is sufficient for an issue to be resolved save for some constitutional matters. Members have the right to have their opposition to a decision made part of the record, but they are duty bound to uphold all decisions of the Board as policy.</p> <p>At times the Board will deal with sensitive issues and confidential information, board members must maintain confidentiality about Board business unless authorised to speak of it by the Chair or by a decision of the Board.</p>
<p>Enhancing Governance I will participate in induction training and development activities for board members and support stakeholder engagement activities where a board member presence is required.</p>	<p>An induction programme is provided for newly-elected members. Other training and development courses are provided as required/ requested and members may request additional meetings with staff on specific issues. All such meetings should be arranged through the Charity Secretary unless the member is invited by the staff member to contact them in which case the Charity Secretary should be informed.</p> <p>Alexandra Palace is aware of its accountability to all stakeholders and has in place a number of mechanisms for engaging with stakeholders. Members are expected to support these initiatives wherever possible.</p>
<p>Change in circumstances</p>	<p>I will notify the Charity of any change in circumstances that could impact my suitability for the role of trustee/ independent member.</p>

I declare that:

- I am over 18
- I have read and will comply with Alexandra Palace 's Code of Conduct for Members
- I will declare and register my private interests in accordance with the Code of Conduct

Name: _____

Signed: _____

Date: _____