

# **Joseph Cowen Lifelong Learning Centre CIO**

## **Code of Conduct for Trustees**

The Constitution of Joseph Cowen Lifelong Learning Centre CIO is the key document and in the event of any conflict between the constitution and this code of conduct, the Constitution prevails. This Code of Conduct should be read as guidance for trustees within the terms of the Constitution.

### **It is the responsibility of JCLLC trustees (members of the board) to:**

Be aware of and act within the governing document (CIO constitution) and relevant UK law, in particular charity law.

Act in good faith in the best interest of JCLLC as a whole, considering what is best for the organisation and its members, and avoid pursuing personal interests. (Section 12 of the Constitution)

Ensure that decisions taken by the board are compatible with the charitable objects of the CIO as set out in Section 3 of the constitution, namely “to advance the education of adults in the north east of England by the provision of short courses, seminars, study groups, lectures and other such activities.”

Not to act outside the powers laid down in the constitution (Section 4)

Take note of Charity Commission guidance

Avoid bringing JCLLC into disrepute.

Declare any conflicts of interest (see Appendix) and not to take part in any decision making where it is possible that a conflict of interest will arise (Section 7)

Not gain materially from being a JCLLC Trustee in accordance with Section 6 of the constitution. See Appendix on Trustee expenses.

Respect individual confidentiality.

Attend meetings and other appointments unless unavoidably prevented.

Prepare fully for meetings and all work for JCLLC.

Actively and courteously engage in discussion, debate and voting in meetings.

Accept and support a majority decision.

Make decisions collectively, stand by them and not to act individually unless specifically authorised to do so.

Honour the content and spirit of this code

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### **Resignation of Trustees**

A Trustee who wishes to resign at any time will inform one of the Co-chairs in writing (including email)

Section 15 of the Constitution lays down the circumstances in which a trustee ceases to hold office and the circumstances in which a trustee may be removed, as well as the procedure to be followed.

### **APPENDICES**

#### **1. Conflicts of Interest**

Charity trustees are expected to act in the best interests of the charity and need to be very aware of circumstances in which they might have or be perceived to have a conflict of interests. This is an issue which the Charity Commission is deeply concerned about and many Charity Commission interventions arise from conflicts of interest not being properly dealt with.

Section 7 of the Constitution sets out the requirement for trustees to declare an interest in any proposed transaction or arrangement with the CIO and then to absent him/herself from any discussions on the matter and not to vote on the issue. Section 6 sets out the rules for benefits and payments to trustees and connected persons.

In practice at every trustees' meeting trustees are asked at the start of the meeting to declare any conflicts of interest. If there is a conflict of interest, they should take no part in the ensuing discussion nor vote on the issue.

For the sake of clarity a conflict of interest might arise in the following circumstances:

- a) Where the trustee, or a close family member of the trustee, has a pecuniary interest in a proposed transaction or arrangement.
- b) For trustees who are also tutors, when pay rates for tutors are being discussed.
- c) Where a trustee or a close family member of a trustee, is an employee (especially a senior member of staff) or a trustee of an organisation with which a transaction or arrangement is proposed.

Thus we have conflicts of financial interests and conflicts of loyalty.

It is not possible to list all possibilities, and trustees should err on the side of caution in declaring possible interests and be aware of how outsiders might perceive the matter.

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Dealing with conflicts of interest well is one way in which the trustees protect the CIO's reputation.

Certain related party transactions may need to be declared in the Trustees' Report and Annual Financial Statements. It is also vital that how the trustees deal with any conflict of interest is fully minuted.

See Conflicts of Interest: a guide for charity trustees (CC29) from the Charity Commission

### **2. Trustee Expenses**

Section 5 of the Constitution states that a charity trustee can be reimbursed for any reasonable expenses incurred by him/her when acting on behalf of the CIO.

Normally trustees are not paid expenses for attending meetings, which in most cases are held on Zoom to facilitate access and for which therefore no travel expenses should arise. No payment will be made for trustees' time or loss of earnings.

In the course of business trustees may have to pay certain (generally) minor expenditure out of their own pockets because it can be difficult for the CIO itself to make payment. Where these are for more than £50 they should be cleared with the Treasurer first or be brought to a board meeting. Wherever possible the CIO should make its own purchases and pay for them, but in some cases this is not practical.

Trustees can be reimbursed for undertaking agreed training to support their role.

Payments to trustees are disclosed to our independent examiners and reported in aggregate in the Trustees' report and financial statements.

Prepared by Simon Pallett 19 July 2025.

Approved by the Board of Trustees 12 December 2025

Due for review 2027