



## **Beef Shorthorn Cattle Society (the “Society”)**

### **Code of Conduct for Directors**

### **Issued: September 2020**

Directors (also referred to as Trustees) are always expected to conduct themselves in line with this Code of Conduct and to act in the Society’s best interests . Directors are asked to sign this Code of Conduct upon election or appointment to the Board. It lays out what is expected of them, and the potential consequences of a breach of this Code.

All charity trustees have legal duties and responsibilities under the Charities and trustee Investment (Scotland) Act 2005 Act and Directors should ensure they are familiar with the requirements. As a charity trustee you are trusted to look after the Society's assets and responsible for making sure that the Society fulfils its charitable purpose.

Directors are required to adhere to the highest standards of conduct in the performance of their duties. This Code of Conduct respects and endorses the principles of good governance and incorporates the principles of public life (the ‘Nolan Principles’) being selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

#### **Scope of role:**

- Directors individually and collectively should only involve themselves in those management matters which have been specifically delegated to them, respecting the boundary in the Society which separates their collective advisory, supervisory and strategic remit from the roles of the staff of the Society.
- While Directors should take the opportunity to meet with staff informally to develop a fuller understanding of how the Society works, they should not, other than in relation to matters specifically delegated to them, meet formally with staff without the knowledge of the President or Operations Manager/Breed Secretary.
- Directors should demonstrate full support and confidence in the Breed Secretary/Operations Manager of the Society through effective communication, constructive challenge and working together to meet the on-going strategy of the Society.



## **Directors must:**

### **Focus**

- ensure that the Society fulfils the purposes for which it was set up, and no other purpose.
- act with due care and diligence.
- uphold and support the Society's agreed objectives, vision, strategy, policies, and plans.
- comply with legal duties and responsibilities as a charity trustee and as a company Director.

### **Be accountable**

- seek to inform oneself about the views of stakeholders including members, colleagues, staff and the public and that duty is owed to the Society as a whole.
- be accountable to the Society's members, fellow Directors, regulatory authorities and to the public.
- comply with the Society's governing documents, the Articles of Association, this Code, and other policies approved by the Board.

### **Take advice**

- apply any relevant expertise and experience to the decision-making process.
- ensure that appropriate professional, legal, reputational, regulatory, and financial advice is obtained where necessary, and followed.

### **Manage conflicts**

- act with integrity and honesty and in the best interests of the Society as a whole.
- declare a conflict of interest and where appropriate to opt out of discussions and decisions that will affect you directly, a family member, close friend, or professional associate.
- declare an interest if they hold a position in a similar sector activity including other Beef Shorthorn groups. Directors must note they attend and participate in other groups as individuals and not as a representative of the Society and this must be made clear when giving comment or opinion at such meetings, shows or other gatherings.

### **Accept collective responsibility**

- accept collective responsibility for all areas of the Board's work and inform oneself about issues which are unfamiliar.
- engage fully and constructively in collective decision-making of the Board, asking questions and expressing any reservations or disagreement openly and honestly.
- understand that, whilst entitled to abstain from voting, or to have opposition to a decision recorded formally, one is still bound by collective responsibility even for a Board decision with which one does not agree, or from which one absents oneself.
- respect, support and carry out decisions made collectively or by Board majority, and to consider resigning if not prepared to accept collective responsibility for such a decision.

### **Promote a positive Board culture**

- promote a Board culture which is open, inclusive, and respectful of diversity.
- work constructively and respectfully with fellow Directors, Office Bearers, Breed Secretary, consultants, staff, advisors, members, and others within the Society.
- actively engage in discussion and voting in meetings – contributing positively, listening carefully, challenging sensitively without harassment, or bullying and avoiding conflict.

### **Respect confidentiality and uphold the Societies reputation**

- respect confidentiality on all matters, even after leaving the office of Director.
- understand that Board confidentiality should not restrict genuine whistle blowing; any concerns should be reported to the relevant authority only after all internal avenues have been exhausted.
- conduct oneself in public (including any personal social media accounts) in such a way as to uphold the Society's and the Board's good reputation, even after leaving the office of Director.

### **Commit to own learning and development**

- seek guidance, knowledge and help in role as required.
- participate in the review and evaluation of Board and Director performance, future development and training and audit exercises used to assess the skills and competencies.

### **Be clear about commitment**

- contribute fully and actively to the work of the Board. At a minimum this means making every endeavour to prepare for and attend meetings, read Board papers and participate in discussions, undertake induction, training and development activities for Directors.
- strive to serve the full term of office but also to consider resigning if can no longer commit the time and resources that the role requires.
- if absent from three consecutive Board meetings without good cause, note they may be disqualified as a Director under the Articles of Association.
- notify the President in advance, in writing, if they wish to resign at any time, stating the reason(s) for leaving.

### **Communications Policy**

All media and press enquiries should be referred immediately to the President or Communications Manager as appointed by the Board who will take responsibility for providing and delivering a response.

Under no circumstances should a Director publish or otherwise distribute information on matters pertaining to the Society, the Board or any Sub Committees without the knowledge and agreement of the President. Any documents given or shown to Directors not already in the public domain, are to be treated as confidential.



### **Breaches of this Code and Disciplinary Committee**

Any suspected breaches of this Code should be reported to and considered in the first instance by the President and /or Vice President if deemed more appropriate. If required, the President or Vice President will refer matters to the Finance Committee who will appoint a Disciplinary Committee to investigate matters and conduct a hearing if appropriate. Disciplinary matters will be conducted with due regard to ACAS rules.

Any grievance process which implicates a Director will independently rule on whether a grievance is substantiated and, if so, matters will progress to a Disciplinary procedure, thereby giving the implicated Director a fair and reasonable opportunity to bring their evidence and for their case to be heard.

**The Disciplinary Committee** will comprise of at least **three** persons:

- The nominated Chair – who will be a fellow Director who is unconflicted and appointed by the Finance Committee.
- Two persons from the Disciplinary Panel of Former Directors as noted below. If no persons on this Panel wish to sit on the Disciplinary Committee then two further persons from the Board can be appointed.
- No person can be on the Disciplinary Committee if that person is implicated in any way with the suspected breach or a witness to the breach.

Disciplinary Panel of Former Directors- Former Directors will be invited to sit on a Disciplinary Panel for a period of up to 5 years post-date of retirement as a Director and be available if required to sit on the Disciplinary Committee if the need arises.

If required the Disciplinary Committee may seek **expert advice** such as legal, human resource, or vet guidance on matters pertaining to the process or hearing and the professional advisors can, if required by the Board of Directors or Disciplinary Members, form part of the Disciplinary Panel in a supporting role.

### **Process**

The Disciplinary Committee should take reasonable steps to establish the facts and ensure that the Director(s) against whom the allegation has been made is given a fair opportunity to put their case in writing or in person, whichever they prefer. The Director(s) will also be entitled to be accompanied by a non- legal colleague or friend at any interview that is convened either in person or remotely.

Where a Director requests to be accompanied to a meeting, the companion will be required to agree to and sign in advance the Societies' companion confidentiality agreement. It sets out the extent of the companion's role and the requirements for confidentiality.

A report on the findings of the investigation, along with any recommendations, will be brought to a session of the Board of Directors comprising remaining unconflicted Directors and specifically not Directors previously involved in the Disciplinary Committee. A decision as to whether or not to accept the findings and recommendation of the Disciplinary Committee will be made by the Board by majority vote.

### **Right of appeal**

The Director may request of appeal in writing which must be made within 10 working days of the decision of the Board being advised to them. An appeal should be made to the Chair of the Disciplinary Committee who will refer matters to the President, or if the President had been involved as a member of the Disciplinary Committee in the previous stage, the Vice President. The President or Vice President, as applicable, will then appoint another Director not previously involved in matters to conduct the Appeal review.

The appeal can be made if the implicated Director believes:

- The [disciplinary outcome](#) is too severe.
- Any part of the disciplinary procedure was wrong or unfair.
- The Director has new evidence to show.

The Appeal process will involve:

- hearing the appeal; this can be face to face, by telephone, video conferencing or an alternative method if approved by both parties.
- carry out another [investigation](#), if necessary.
- established whether a different outcome is appropriate.
- provide the final outcome in writing as soon as possible.

The Appeal Director may, if required, be supported by appropriate professional advisors in the process and at the Appeal hearing.

Possible sanctions available to the Board include, but are not limited to, the following actions, which are listed in no particular order:

- requirement for the Director in question to undertake relevant and appropriate training
- removal from specific office - President, Vice President etc.



- formal disciplinary warning letter incorporating any actions the Directors must take to rectify matters and actions to prevent recurrence.
- temporary suspension from the Board pending further investigation
- request to resign as a Director of the Society or removal from the Board
- removal from membership

If a majority of Directors are not content that an internal investigation has been, or can be, suitably impartial, they may commission a suitable independent person to investigate, and determine the outcome of, the matter giving rise to the complaint or grievance. That review will be conducted by an independent person suitably qualified to conduct such a review; that independent person will establish their own process for the conduct of that review which will follow as closely as possible the process outlined above save that the independent person need not (but may) convene a Disciplinary Committee; and the decision of that independent person will be final and binding. The Board will implement the recommendations of that independent review.

**Declaration**

I understand the Code of Conduct as outlined above and will comply, respect and act in the best interests of the Beef Shorthorn Cattle Society at all times.

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

NB. Two copies of this document should be signed.  
The recipient should keep one, and the Society office will hold the other.\*

\*Please circle as appropriate

Director's copy // Society Office copy