

RULES GOVERNING THE CONDUCT OF THE GWS DIRECTORS OF A CHARITABLE LIMITED COMPANY

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Definitions

AGM: Shorthand for Annual General Meeting.

Director: For the purpose of this document Company Directors and Charity Trustees will be here on known as Directors. This is for ease of reading and comprehending this document and does not diminish the responsibility of Charity Trustee.

GWS: Shorthand for Great Western Society Limited.

Stakeholders: employees, volunteers, members, customers, suppliers, the general public, fellow directors, charity personnel, regulatory personnel (non-exhaustive list).

Purpose

Modern Directorship is increasingly challenging and complex – involving complying with the law and applying specialist knowledge and expertise; also applying judgement^[L]_[SEP] to complex situations in which competing interests, both personal and organisational, as well as the rights and interests of various stakeholders, must be prioritised and balanced. The decisions that we make ultimately determine the future sustainability of the GWS and Didcot Railway Centre. We make decisions that are fundamental to the success of this organisation - which can have life-changing impact on our employees, volunteers, members and customers. Directors are often subject to a high level of scrutiny, and therefore increasingly Director conduct is a source of business and reputational risk for both the organisation and its Directors. The document is designed to help us navigate these challenges and make the best decisions for the future of the organisation.

One of the main purposes of this document is to provide a structure for the responsibilities and expectations of all Directors - “what good looks like”. It provides us with a roadmap that can help us all individually and as a collective Board make the right decisions for GWS. The rules are intended to represent structure and commitment and are not intended to hold us back or create a new burden of compliance.

GWS is a limited company and also a charity. As Directors of GWS, the limited company, we are also Trustees of the charity. This means we have multiple roles to play and so we must consider what the Charity Commission requires of us and what it means to look after a membership body and volunteers as well as what it means to be a Director of a limited company with employees. Under both definitions of the organisation, we serve and have public customers.

Whilst most of the principles and undertakings contained within this document are matters of common sense and normal level of professionalism, it serves as a consistent measure for us all to be self-accountable and to promote the understanding of our roles as both Company Director and Charity Trustee. These rules may also serve as a useful tool when key decisions have to be made, one that we can refer to when asking ourselves the question: what would a responsible Company Director and Charity Trustee do in this situation?

Given the shared legal responsibility for the organisation of the Directors it is imperative that we all understand what our legal and regulatory liabilities are, which also means understanding that if the organisation fails to meet its legal obligations, we as Directors have personal responsibility and liability. This document is designed to help us as Directors of GWS fulfil our responsibilities by providing a clearly articulated statement of what good conduct looks like.

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As we navigate difficult and complex situations, the rules set out will help us clarify our thinking and have positive impact on the organisation and ourselves.

Goals

1. Understand our role(s), responsibilities and expectations.
2. Understand the actions and behaviours of other Directors on the Board.
3. Be transparent and open when holding ourselves and other Directors accountable to the rules governing Conduct.
4. Comply with group decisions made by the Board at Board meetings.
5. Be respectful of others' points of view.

Guiding Principles

Each Guiding Principle is underpinned by specific Undertakings – by applying the Principles and fulfilling the Undertakings, Directors are well placed to achieve the Outcomes below:

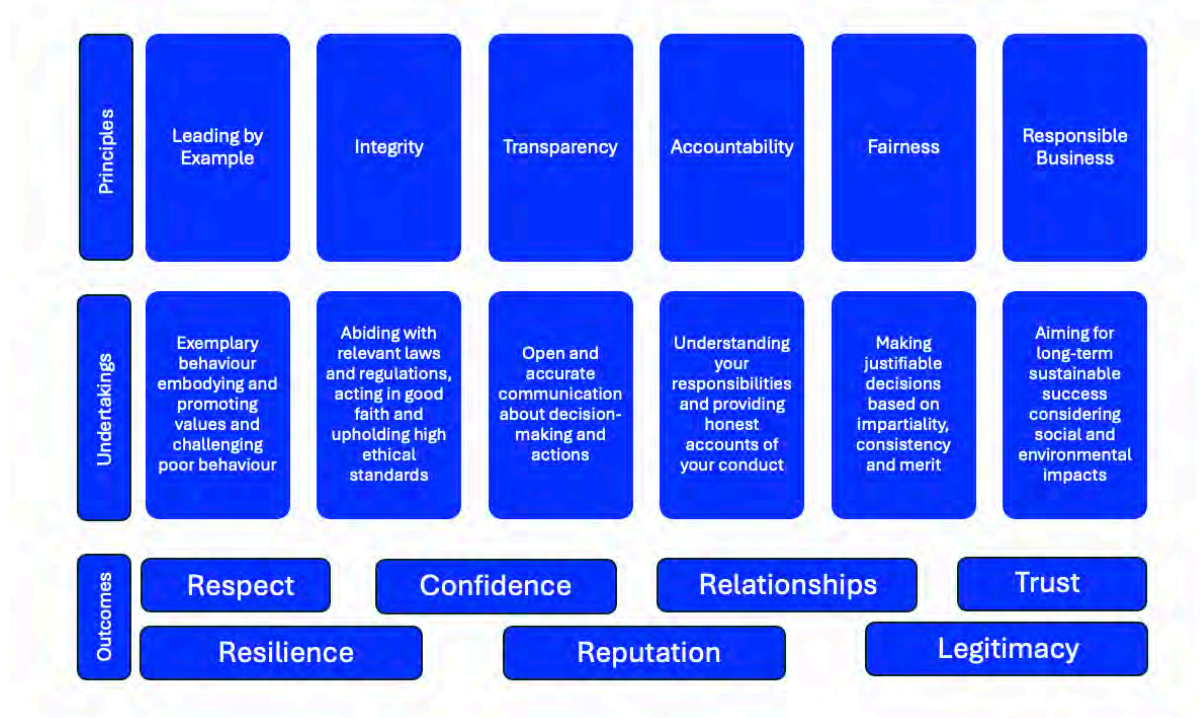


Image 1. Guiding Principles for Company Directors/Trustees

Guiding Principles - Explained

Leading by example. Setting a high bar in terms of your own behaviours, which in turn encourages others to follow suit. Demonstrating exemplary standards of behaviour in personal conduct and decision-making. It involves demonstrating the values, ethics and commitments which are expected by the organisation in all that you do for it. The outcome of this is gaining respect and trust as an authentic leader, where your actions align with your words. You will inspire and influence others to emulate your positive behaviours, which in turn builds loyalty, confidence in your leadership and helps build sustainable professional relationships.

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Integrity. Is consistently doing what is right - acting with honesty, adhering to strong ethical values, and doing the right thing. Abiding with relevant laws and regulations, acting in good faith and upholding high ethical standards. Your decisions should prioritise the immediate and longer-term interests of the organisation over personal gain or ideologies, leaving behind any personal opinions or agendas regarding operational activities. The outcome of this is fostering trust and respect from others and cultivating an atmosphere of honest and open communication. By demonstrating integrity, you not only promote a healthy culture but also strengthen the collective commitment to achieving shared goals and objectives. This helps you build strong stakeholder relationships thereby enhancing organisational performance and reputation.

Transparency. Involves communicating, acting and making decisions openly, honestly and clearly. It entails providing accurate, timely and consistent information to stakeholders, demonstrating that your decisions are fair and reasonable. The outcome of this builds trust, credibility, and confidence through demonstrating the rationale behind your decision-making; you will promote clarity and understanding, enabling positive relationships and effective collaboration. Transparency helps create a culture where openness is valued and practised.

Accountability. Being accountable means you are personally answerable for the decisions and actions – and consequences - you take in fulfilling your duties as a Director. This includes subjecting your actions and decisions to scrutiny and being prepared to provide an honest and transparent account of your conduct. The outcome of this will improve the quality of your decision-making and is essential in maintaining the trust and confidence of stakeholders. Commitment to accountability will cement your reputation as a trusted fiduciary and help build the governance standing of the organisation.

Fairness. Treating people impartially, equitably and without discrimination or bias when making decisions, consistently and based on merit, while providing justification for your decisions. Being inclusive and treating everyone with respect, dignity and consideration and speaking up when you do not see this principle being exhibited by others. Essential for nurturing a culture where diversity is welcomed, and all individuals have the chance to realise their potential. This extends to the actions and behaviours of yourself and others which shall not infringe civil or criminal matters, shall not constitute bullying and harassment and shall not be physical or aggressive in nature in any way. The outcome of this is building and maintaining confidence in your decision-making and fostering a sense of loyalty amongst peers on the Board and other stakeholders. Ensuring your decisions are made impartially and based on merit helps create an environment where everyone has equal opportunity. Fairness creates an inclusive environment where everyone feels valued and respected, with positive consequences for sustainable success.

Responsible Business. Integrating ethical and sustainable practices into business decisions, considering societal and environmental impacts. This entails acknowledging that the scope of your responsibilities extends beyond the organisation and has a broader impact on society and the planet. This involves ensuring an environmentally

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safe, ethical and equitable environment for employees, volunteers, members and the public. Aligning to the strategic needs of a Directorship/Trusteeship role and creating outcomes that push the organisation forward. This includes focusing on sustainable growth for the organisation and striking a balance between financial performance and meeting objectives for the organisation and the communities it impacts. The outcome of linking the success of the organisation to that of wider society and the environment contributes to a more sustainable and equitable future and leads to enhanced trust and confidence in your leadership, setting a foundation for enduring relationships with employees, volunteers, members and the communities in which we operate.

Guiding Principles - Undertakings and Commitments

Leading by Example

As a Director, I undertake to:

- Always exhibit high standards of personal conduct and professionalism.
- Consider the impact of my behaviour on the organisation's stakeholders.
- Avoid exhibiting any behaviour which might adversely affect the reputation of the organisation, or which contradicts its values.
- Treat everyone with respect, dignity and consideration.
- Strive to develop my own competency and encourage that in others.
- Be fair and open-minded in all discussions of the Board, maintaining a respectful balance between speaking and listening and treating different views with respect.
- Bring a non-partisan perspective to enhance Board decision-making, given all Directors joint responsibility for Board decisions; and understand these decisions are made in collaboration and with shared accountability and are confidential.
- Raise issues and challenges with the Board proactively, bringing your recommendations for improvement for the matter.
- Support organisation management, employees and volunteers in carrying out their duties and always, in terms of their conduct, serve as an example of how everyone affiliated with the organisation should conduct themselves in order to reflect the values of the organisation.

Integrity

As a Director, I undertake to:

- Comply with the letter and spirit of any and all applicable laws and regulations, pertaining to the organisation being a limited company and a charity and be willing to cooperate fully with all regulatory authorities, including the Charity Commission.
- Speak out if I do not understand something.
- Be honest with all parties and stakeholders.
- Not allow my personal thoughts and feelings to impact my judgement, decision making and contribution.
- Place the interests of the organisation and its societal impact above personal interests.
- Ensure my contributions are informed and impartial when presenting views on topics in all meetings, while listening to and respecting the input and expertise of others in the meeting.
- Be alert to perceived conflicts of interest and manage them when they arise.

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- Voice constructive challenge and respectful disagreement on matters befitting of concern to the Board.
- Challenge behaviour or attitudes that fall below expectations set out in this document.
- Debate and challenge respectfully at all times.
- Safeguard confidential information, unless appropriate disclosure has been authorised, and not make improper use of information.
- Be prepared to resign your position if you are unable to attend the minimum number of Board meetings, cannot fully participate in the meetings or where a matter of conscience cannot be satisfactorily addressed.

Transparency

As a Director, I undertake to:

- Be open and transparent to the rest of the Board and relevant stakeholders in respect of anything that might be perceived as affecting my objectivity (such as a conflict of interest).
- Promote an open professional culture which does not cover up wrong-doing or mistakes.
- Encourage the adoption of 'speak up' mechanisms which enable employees, volunteers, members and other Directors to report concerns about any misconduct or actions that are not aligned to the organisation's values.
- Communicate with stakeholders in a straightforward, accessible and inclusive manner, providing proactive, relevant and timely information.
- Be candid with stakeholders about the limits of transparency across the organisation (such as information of a commercially, financially or personally sensitive nature); and understand my role as a Director when it comes to confidential information that I am made privy to. Any breach of confidentiality will not be tolerated and may lead to further action(s) being taken.

Accountability

As a Director, I undertake to:

- Comply with my legal duties to the organisation in its capacity as a limited company, with employees, and a charity with volunteers, members and serving the public. This includes understanding what it means if the organisation fails to meet its legal obligations and the personal responsibility and liability you take on.
- To fulfil my delegated responsibilities and take personal responsibility for my actions.
- Devote sufficient time and attention - which means:
 - Attend all Board meetings, either in person or virtually, unless I am unable to due to extenuating circumstances (subject to correct apologies reporting notices to the Chair, Deputy Chair and / or Secretary in good time). Extenuating circumstances can be, but are not limited to - personal emergencies, personal holidays and personal work commitments. Attendance is required at a minimum of four Board meetings per annum and the AGM, and the AGM specifically is required to be attended in person.
 - Prepare adequately for all Board meetings and participate in all Board meetings, this includes ensuring you have prepared any information the Board are expecting you to present in advance for Board meetings and reading any materials circulated in advance of Board meetings.

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- Be responsible for any actions that have been assigned or have taken on to complete outside of the Board meeting.
- Adhere to Board governance frameworks such as Board meeting agenda i.e., making your apologies in advance if you are unable to attend.
- Be open to feedback and, where applicable, make improvements based upon that feedback from peers on the Board and other stakeholders.
- Along with the rest of the Board, oversee and hold the management and employees of the organisation to account for delivering against objectives, goals, overall performance and conduct.
- Understand the legitimate expectations of other Directors and other relevant stakeholders and engage appropriately at all times.
- Reflect on whether you have the knowledge and skills required to fulfil your role, where and if appropriate, decline to continue to serve on the Board.
- Adhere to collective responsibility for agreed decisions.

Fairness

As a Director, I undertake to:

- Make all decisions on an objective and evidence-based basis.
- Recognise and respect the legitimate interests of relevant stakeholders.
- Promote equality of opportunity in all activities the Board are involved in.
- Promote diversity of thought, by being open to differing ideas and views in all of the organisation's activities the Board are involved in.
- Engender an inclusive culture where everyone in the organisation can bring their best selves to all activities.
- Share credit with those contributing to successful outcomes and provide constructive feedback where performance does not meet expected standards, in all activities the Board are involved in, including Board participation.
- Advocate that all reward and recognition structures are fair.
- Encourage ethical behaviour and support a longer-term perspective, in all activities the Board are involved in.
- Never behave in a way that brings the organisation or its Directors into disrepute. For the avoidance of doubt, this means never infringing civil or criminal thresholds or engaging in any activities or behave in such a manner that constitutes bullying and harassment or is physically aggressive or aggressive in nature.

Responsible Business

As a Director I undertake to:

- Consider the consequences of my decisions for the organisation, heritage, local communities and the environment.
- Avoid prioritising short-term financial interests and any personal benefit above the longer-term interests of the organisation as a whole.
- Promote high professional standards across the whole organisation, including the Board, particularly with regard to the workplace (including the behaviour of employees and volunteers) and environmental impact.
- Not act to gain financial or other benefits personally or for any persons connected to me (for example, but not limited to - family, friends, or any organisation that I own,

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manage or work for). For the avoidance of doubt this means not accepting any gifts and/or hospitality or promote any supplier engagement that might reasonably be thought to influence you or compromise the organisation.

- Declare any conflicts of interest, as soon as is practicable or as soon as you become aware. Such as but not limited to, a personal relationship with any stakeholder, conflict of interest in your other professional activities (i.e. normal day job or other professional interests), any gifts or incentives from associated bodies in any way related to the organisation in any capacity and any affiliation with any supplier taken on by the organisation. Declaring a conflict of interest does not preclude you from embarking on and continuing with your Directorship/Trusteeship or a personal relationship or receiving a gift or recommending a known supplier, it simply means the Board must be made aware of any potential conflict and collectively declare that the disclosure is not a conflict of interest, is a conflict of interest but is accepted or is a conflict of interest and is not accepted.
- Immediately report, with sufficient supporting evidence, to the Chair, Deputy Chair, Secretary or Treasurer any corrupt and unprofessional practices at any level including the Board, within the organisation.
- Advocate for a culture which values diversity and inclusion.

Director Obligations

Understanding Your Role:

- Understanding our roles as a Company Director registered at Companies House and as a Charity Trustee with relation to any and all legal (including bylaws) compliance as a limited company and as a charity.
- Act in accordance with – and to raise attention immediately to any failure of - the organisation's governance pertaining to being a limited company and a charity and ensure that as a limited company and a charity the organisation complies with any and all applicable laws, regulations and policies. Including but not limited to - general applicable company law i.e. health and safety, data protection and processing regulations.
- Inform ourselves and commit to understanding all applicable regulations and to speak up and seek guidance if we do not understand what the requirements are.
- To speak up and seek guidance if we do not understand your roles as a Company Director registered on Companies House and as a Charity Trustee with relation to any and all legal and regulatory compliance as a limited company and charity.
- Understand and perform our roles and responsibilities to the best of our abilities at all times.
- Fulfil the role of a Director adequately and in the capacity and remit for which our appointment was made.
- Not allow any personal opinions made in a voluntary capacity affect our judgement and decision making.
- Not be actively involved in an operational capacity with the organisation and on site in any way that impedes us carrying out the role of Director.
- Actively attend and participate in decisions and voting in Board meetings.
- Accept and respect the difference in roles between the Board and the Management, employees and volunteers on site, ensuring that the Board and the Chief Executive

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(non-Board member) work effectively and cohesively for the benefit of the organisation and develop a mutually supportive relationship.

- Ensure that the organisation is adequately resourced and equipped to carry out organisational objectives.
- Act in the best interests of the organisation at all times - with preservation and sustainability of the organisation being at the forefront of our decisions and heeding the advice and caution of our peers on the Board.
- Act independently, where applicable, particularly in relation to any organisation assets, property, legal, regulatory other applicable requirements.
- Understand that Board decisions are made in collaboration and there is shared accountability; and any challenges or concerns with decisions must be raised in good time to the right people. Any behaviour that undermines Board decisions and organisation management without proper and respectful discussion will not be tolerated and may lead for further action(s) being taken.
- Not place ourselves under any obligation to individuals or organisations that might seek to influence us in the performance of our duties.
- Ensure that claims for out-of-pocket expenses are made in accordance with agreed procedures and subject to approval from the Treasurer.
- Commit to and adhere to the rules laid down on this document

Expectations (attitude and behaviour)

- Commit to and adhere to the Guiding Principles laid out within this document.
- Exhibit, at all times, an exceptionally high standard of personal conduct and professionalism which do not damage or undermine the reputation of all stakeholders, considering the impact of your behaviour on others at all times.
- Act with honesty and integrity and exercise good professional judgement, including understanding when to seek professional advice outside of the Board if it is identified that we do not have the skills, expertise or knowledge within the Board (subject to approval and sign off).
- Avoid any impropriety and any appearance of improper behaviour and speak up if you witness this being exhibited by any other person affiliated in any way with the organisation.
- Be respectful of the authority of the Chair, Deputy Chair and any other designated Board roles i.e. Treasurer and Secretary and associated stakeholders.
- Respect all organisational management and assist them in order to achieve strategic and operational objectives agreed with and by the Board, this includes not infringing on any management arrangements and avoiding actions that undermine such arrangements and any delegated duties of management, employees and volunteers.
- Seek the prior permission of the Chief Executive before carrying out any work or activities that may fall within the responsibilities of the Chief Executive or the employees and volunteers on site.

Applicability

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The rules apply to all existing and new Directors including any Officers of the Company and the Secretary.

If you have any questions or would like to raise anything contained within this document or pertaining to the actions and direction of the GWS Directors, please speak to the Chair, Deputy Chair and/or the Secretary.

The contents of this document shall be subject to review on an annual basis.

Disclaimer

By signing this document, you are demonstrating your commitment to complying with the rules governing the conduct of Directors of a charitable company. If you are unwilling to sign, you must explain why to the Chair and/or Deputy Chair. Subject to the reasons for unwillingness to sign and should any concerns not be resolved mutually and amicably, you may be requested to resign.

If a Director is found to be in breach the rules, they will be asked to meet with the Chair, or a person nominated by the Chair, to assess their continued suitability as a Director. If appropriate and required, the Chair will delegate to the Deputy Chair or appoint a panel made up of other Directors, and which may include any independent advisors, who will investigate the matter. The panel must take reasonable steps to establish all facts and ensure that the Director is given a fair opportunity to represent themselves. The panel should notify its conclusions and any recommendations for action to the whole Board. Depending on the outcome of the investigation and seriousness of the breach you may be requested to resign.

Signed

Name

Date

This document has been developed from the template issued by the Charities Regulator under section 14(1)(i) of the Charities Act 2009 and from the Institute of Directors Code of Conduct for Directors to encourage and facilitate the better administration and management of this charitable organisation. It is intended to provide support to charity and limited company directors and trustees to meet their legal and other duties and to ensure charities are managed in an effective, efficient, accountable and transparent way.