

## Code of Conduct for Members of the Board of Governors

### 1. Introduction

1.1. Contemporary Dance Trust Limited, trading as The Place, is a company limited by guarantee (Company No. 883094) and a registered charity (Charity No. 250216). As defined in the Articles of Association, it exists to '*foster, promote and increase the interests of the public in the knowledge, understanding and practice of the art of contemporary dance and... to promote or establish schools or colleges of contemporary dance.*' The Governors of The Place are its charity trustees and company directors.

1.2. This Code aims to promote effective and well-informed governance by providing an overview of the principles and standards of conduct by which Governors, whether in their role as Members of the Board or of a Committee or working group of the Board or a subsidiary of The Place, are expected to abide.

### 2. General Principles

2.1. All Governors are expected to adhere to the highest standards of personal integrity, honesty and transparency in their work and business and in accordance with [The Seven Principles of Public Life](#), also referred to as The Nolan Principles. These are defined as

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

### 3. General Requirements

3.1. Governors are expected to act in the best interests of The Place at all times. They should support the aims and objectives of The Place and promote its interests in the wider community. They should not act in a way that would affect the reputation of The Place.

3.2. Governors should have regard for their broader responsibilities as a governor of a public institution including the need to promote public accountability for the actions and performance of the Board of Governors. They should only make decisions that lie within their powers as stated in the Articles of Association, Primary Responsibilities, Scheme of Delegation, or Committee Terms of Reference as appropriate.

3.3. Governors should respect the difference between governance and management. They should maintain independence from the senior management team to allow scrutiny and monitor performance. They should not be involved in the day-to-day management of The Place.

3.4. Governors should promote an inclusive and diverse culture and help create an environment where different perspectives and backgrounds are encouraged and valued.

- 3.5. It is for each Governor to come to their own view on any question which they have to decide. Decisions should be based on an honest assessment of the available facts, unbiased by partisan or representative views. However, once a decision has been reached, Governors should work cooperatively, respecting the principle of collective decision-making. When a majority decision prevails, it should be supported. Where a member's view is held so strongly that they wish to disassociate themselves from a decision of the Board they should ensure that that dissent is explicitly recorded in the minutes.
- 3.6. Governors must not disclose any information which is confidential in nature. This duty continues to apply after they have left the Board. Governors should not publicly criticise, canvass or reveal the views of other Governors which have been expressed at meetings.
- 3.7. Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Board or its committees without first having obtained the approval of the Chair or, in their absence, the Vice Chair. Governors should be mindful of comments made concerning The Place's activities or business using their unofficial/personal social media channels. Governors should bring to the attention of the Chair, any matter in which a member is personally involved which has the potential to bring The Place into disrepute.
- 3.8. Governors are not remunerated although reasonable expenses will be paid.
- 3.9. As outlined in The Place's Gifts and Hospitality Policy, which can be requested from the Head of Governance, Governors should not accept donations, gifts or hospitality exceeding £50 in value, in connection with their role at The Place, without getting approval from the Chair or Vice Chair. Governors should not offer any gift or inducement to a third party.
- 3.10. A Governor may have dealings with The Place on a personal level. They should never seek or accept preferential treatment for themselves, friends or relatives, or any firm or body with which they are connected because of their role at The Place. Please refer to Section 5 - Declaration of Interests.

#### **4. Specific requirements**

- 4.1. Other rules governing the expected conduct of Governors can be found in the following, in many cases along with helpful guidance.
- 4.1.1. The [Articles of Association](#) of Contemporary Dance Trust Limited, its [Primary Responsibilities](#) and [Scheme of Delegation](#)
  - 4.1.2. [The Committee of University Chairs \(CUC\) Higher Education Code of Governance](#) and the [CUC Higher Education Senior Staff Remuneration Code](#)
  - 4.1.3. [Charity Commission Essential Trustee Guide](#) and [Charity Governance Code for larger charities](#)

**5. Declaration of interests**

5.1. Governors should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to The Place. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

5.2. Governors should indicate to the Clerk any conflict or potential conflict of interest in advance of a meeting or to draw it to the attention of the Chair of the meeting if they become aware of it during the course of discussion. All Governors are asked to complete an annual declaration of interest form. This helps to identify any potential conflicts of interest between their role at The Place and with a third party, ensuring the business of the Board and its committees is conducted on an unambiguous basis. The Place has a duty to maintain a register of interests which is available for inspection.

5.3. In addition, Governors must declare annually any related party transactions, detailing transactions with persons and entities closely connected to The Place or its Governors.

5.3 All Governors must declare on appointment and confirm annually that they are a '[fit and proper person](#)' to act as Governor of The Place under the Finance Act 2010 and have not been automatically disqualified. Further information regarding the Termination of Membership and Disqualification and Removal of Governors can be found in articles 9 and 35 of the Articles of Association.

**Governors who have any question relating to this Code of Conduct can contact the Head of Governance or Chair/Vice Chair of the Board.**

<b>Date Reviewed</b>	March 2022
<b>Next Review Due</b>	March 2025
<b>Committee</b>	Nominations Committee