

## Code of conduct

It is the responsibility of management committee members or trustees to:

- **Act within the governing document and the law** – being aware of the contents of the organisation’s governing document and the law as it applies to NextEnergy Foundation.
- **Act in the best interest of NextEnergy Foundation as a whole** – considering what is best for the organisation and its beneficiaries and avoiding bringing NextEnergy Foundation into disrepute.
- **Manage conflicts of interest effectively** – registering, declaring and resolving conflicts of interest. Not gaining materially or financially unless specifically authorised to do so.
- **Respect confidentiality** – understanding what confidentiality means in practice for NextEnergy Foundation, its board and the individuals involved with it.
- **Have a sound and up-to-date knowledge of NextEnergy Foundation and its environment** – understanding how NextEnergy Foundation works and the environment within which it operates.
- **Attend meetings and other appointments or give apologies** – considering other ways of engaging with the organisation if regularly unable to attend trustee meetings.
- **Prepare fully for meetings and all work for NextEnergy Foundation** – reading papers, querying anything you don’t understand and thinking through issues in good time before meetings.
- **Actively engage in discussion, debate and voting in meetings** – contributing positively, listening carefully, challenging sensitively and avoiding conflict.
- **Act jointly and accept a majority decision** – making decisions collectively, standing by them and not acting individually unless specifically authorised to do so.
- **Work considerately and respectfully with all** – respecting diversity, different roles and boundaries, and avoiding giving offence.

Trustees are expected to honour the content and spirit of this code.

## **Glossary**

**Conflicts of interest:** Any situation in which a trustee's personal financial interests may (or appear to, or have the potential to) influence or affect the decisions made by a trustee for their organisation.

**Declaration of eligibility:** A statement signed by trustees on their appointment declaring that they are not disqualified in any way from acting as a trustee.

**Governance:** The systems and processes concerned with ensuring the overall direction, effectiveness, supervision and accountability of an organisation.

**Governance review:** Where an organisation spends time looking at its governance, reviewing whether it is working effectively and proposing and making changes.

**Governing document:** A legal document setting out the organisation's purposes and, usually, how it is to be administered. It may be a trust deed, constitution, memorandum and articles of association, will, conveyance, Royal Charter, Scheme of the Charity Commission, or other formal document.

**Objects:** The term used to describe and identify the purpose for which the charity has been set up. They do not say what the organisation will do on a daily basis.

**Trustee:** Charity trustees are the people who serve on the governing body of a charity. They may be known as trustees, directors, board members, governors or committee members. Charity trustees are responsible for the general control and management of the administration of a charity.

**Trustee board:** This is the group of trustees who form the governing body of a charity. They may be collectively called trustees, the board, managing trustees, the management committee, governors or directors, or they may be referred to by some other title.

**Trustee role description:** This is a document, or part of a document, which sets out what trustees are expected to do when they take on the role in a particular organisation. This may be incorporated into a code of conduct or other document.