

ASC TRUSTEE CODE OF CONDUCT

1. Introduction

The directors of a charitable company are charity trustees and have duties under company law as well as charity law. Trustees represent themselves and not the institutions they work for or of any associated organisation or interest (see the **ASC Trustee Conflict of Interest Policy**).

Trustees may have work experience related to ASC’s mission or work for an organization that shares ASC’s goals. Subject to the abovementioned policy, trustees are encouraged to bring their professional experience to bear within the scope of their duties and to seek alignment with other organizations that share ASC’s goals.

The duties of charity trustees are well summarised in Charity Commission guidance which can be found at <https://www.gov.uk/government/organisations/charity-commission> . The most important of these are summarised in the Charity Commission’s booklet [The Essential Trustee](#) and [6 main duties](#).

2. Purpose of the policy

To set out the relevant standards expected from trustees in order to maintain the highest standards of honesty, integrity, fairness and stewardship; to ensure that the Aquaculture Stewardship Council (ASC) is effective, open and accountable; and to maintain a good working relationship with the Trustees, Chief Executive Officer (CEO), and their senior management team. Everyone must be treated equally and with dignity and respect. The goal is to ensure that the Board of Trustees strives to foster ASC's Mission, Core Values and Strategies, observing high ethical standards.

3. The Code

General

- 3.1. Trustees must comply with this code and with all policies approved by the Board governing behaviour and conduct of Trustees.

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- 3.2. Trustees must act with probity and due prudence and should consider taking professional advice on any matter of significance to the ASC where the trustee does not have expertise themselves.
- 3.3. A trustee must administer the ASC and all its assets in the interest of current, potential and future beneficiaries.
- 3.4. Trustees must not gain financial or other material benefit for themselves, their families or their friends from their trusteeship of the charity. The Board should ensure that there are clear written policies on the claiming of expenses by trustees.
- 3.5. A trustee must not place themself under undue financial or other obligation to outside individual organisations that might influence them in the performance of their official duties.
- 3.6. Trustees should conduct themselves in a manner that upholds ASC’s mission and objectives as well as the reputation of the ASC organisation.
- 3.7. Trustees should make decisions together and take joint responsibility. The extent to which any one trustee or a small group of trustees is empowered to speak for or take action on behalf of ASC or the Board, must be a matter for all trustees to decide together. Such decisions must be recorded.

Responsibilities

- 3.8. Trustees must, with the help of the CEO, regularly review the organisation’s vision and long-term strategy as well as plans and policies for its fulfilment. They should set and agree targets and evaluate their performance.
- 3.9. With the guidance of the CEO and appropriate professional advisers, trustees must ensure that ASC complies with regulatory and statutory requirements and must exercise effective supervision of its financial affairs to ensure the financial stability of the charity and its proper control by the CEO. In addition to compliance with statutory requirements, trustees should have a commitment to the development and implementation of good practice.
- 3.10. Trustees shall apply themselves with seriousness and diligence to participating in the affairs of the Board and its committees and shall act prudently in exercising oversight of ASC as an organisation. Trustees are expected to be familiar with ASC's business and the environment in which the organisation operates.
- 3.11. Trustees should promote the accurate and reliable preparation and maintenance of ASC's financial and other records.

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- 3.12. Trustees must be familiar with and keep under regular review the rules and constitution of the ASC. Any changes must be made in accordance with constitutional and legal requirements.
- 3.13. Trustees should perform their fiduciary duties and safeguard the charity’s good name and assets and ensure the proper application of ASC’s funds.

Meetings of the Board

- 3.14. Trustees are required to attend at least 75% of regular meetings and 50% of intersessional meetings per year, ensuring they prepare for and contribute to those meetings appropriately and effectively.
- 3.15. Trustees should bring a fair and open-minded view to all discussions of the Board and should endeavour to ensure that all decisions are made in ASC’s best interests.
- 3.16. Trustees must aim to foresee and avoid any conflict of interest. For more information, please refer to the **ASC Trustee Conflicts of Interest Policy**.
- 3.17. All Board information or materials should be treated as confidential and must not be discussed outside the trustee body unless otherwise agreed.

Staff

- 3.18. Trustees must ensure there is a clear understanding of the scope of authority delegated to the CEO.
- 3.19. Policies and strategies agreed by the Board should be expressed in unambiguous and practical terms so that the CEO and staff responsible for implementing those policies are clear about what they need to do. Directions given to the CEO and staff should come from, or on behalf of, the Board as a whole.
- 3.20. Trustees should appoint the CEO and act fairly and in accordance with good employment and equal opportunity principles when making decisions affecting the appointment, recruitment, professional development, appraisal, remuneration and discipline of the CEO and other senior staff. There should be a detailed delegation authority between the Board and the CEO.
- 3.21. Trustees must understand, accept and respect the difference in roles between the Board, the CEO and senior staff, ensuring that the Board, the CEO and their senior team work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship.
- 3.22. Having given the CEO delegated authority, trustees should be careful – individually and collectively – not to undermine it by word or action.

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- 3.23. Trustees may discuss with the Chair or Vice-Chair of the Board any questions or issues that may arise concerning compliance with this Code. Breaches of this Code, whether intentional or unintentional, shall be reviewed by the Board.
- 3.24. This Code will be reviewed periodically by the Board of Trustees.

4. Individual commitment

I understand that a substantial breach of any part of this code may result in my removal from the ASC Board.

Should procedures be put in motion that may result in my being asked to resign from the Board, I will be given the opportunity to be heard. In the event that I am asked to resign from the Board, I will accept the majority decision of the Board and resign at the earliest opportunity.

Should I resign from the Board in advance of the end of my term as Trustee I will inform the chair in advance in writing, stating my reasons for resigning. In case of early resignation or end of term, I will participate in an exit interview.

Signed:

Name:

Date:

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