

## Governance

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<b>3</b>	October 2020	Kathleen Formosa, Head of Corporate Governance and Company Secretary	Review & Approval	Full redraft.
<b>4</b>	October 2021	Kathleen Formosa, Head of Corporate Governance & Company Secretary	Review & Approval	Policy scope expanded to include Trustees as well as non- Trustee members of Board-level and Regional Committees.
<b>5</b>	October 2022	Kathleen Formosa, Head of Corporate Governance & Company Secretary	Review & Approval	

## Scope

This Code of Conduct applies individually to each WEA Trustee, each non-Trustee member of any Committee of the Board of Trustees, and each Member of an Advisory Panel. This Code of Conduct also applies collectively to the Board of Trustees, its Committees and each Advisory Panel.

This policy should be read in conjunction with other policies and procedures which include the following:

- Fraud Prevention Policy & Response Procedure
- Gifts & Hospitality Policy
- Managing Conflicts of Interest Policy & Declaration Form
- Complaints Procedure (Trustees, Committee Members and Advisory Panel Members Only)

Members of Committees or Advisory Panels who are employees should also refer to WEA HR policies that apply to all employees. An employee is defined as anyone with a contract of employment, including administrative staff and tutors.

## Introduction

WEA Trustees acknowledge the particular high standards applying to them as Trustees of WEA as a charity and as directors of WEA as a private company limited by guarantee.

The Code provides a structure for the responsibilities and expectations to help avoid or address problems. It aims to provide Trustees, Committee Members and Advisory Panel Members with an understanding of what is required of their role, enabling them to be transparent, open and accountable in what they do and how they do it. For the most part, this Code simply codifies the good practice and behaviour already in existence. Being a Trustee, Committee Member or Advisory Panel Member is a role that can change as the WEA grows and develops, and there can be a shift in what Trustees, Committee Members and Advisory Panel Members need to do to fulfil their responsibilities.

On Boards, Committees and Advisory Panels, there are often people with different approaches and styles, who come together infrequently and who are expected to know what to do and how to ensure that WEA is well run. However, they all have one thing in common, to deliver our mission to ensure adult learning is within reach.

## 1. Values

I promise to abide by the democratic values that underpin all activities of the Association.

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**Accountability** -- Everything WEA does will be able to stand the test of scrutiny by the public, the media, the Charity Commission, OSCR (Office of the Scottish Charity Regulator), Association Members and other stakeholders (including parliament, and the courts).

**Integrity and honesty** -- These will be the hallmarks of all conduct when dealing with colleagues within WEA and equally



- Accept a majority vote on an issue as decisive and final (and where decisions are referred to Trustees for final approval, accept the outcome of any decision of the Board of Trustees as decisive and final).
- I will stand by all collective decisions and not act individually unless specifically authorised to do so.

## 8. Enhancing Governance

I will:

Participate in induction, training and development activities for Trustees and non-Trustee committee/advisory panel members.

Continually seek ways to improve governance practice.

Strive to identify good candidates who represent the diverse nature of our communities to enhance or fill vacancies arising on the Board/Committee/Advisory Panels and appoint new Trustees/non-Trustee Members in accordance with the relevant provisions of WEA's Articles of Association and Regulations and WEA's relevant recruitment policies and procedures.

Support the Chair and Vice Chair in their efforts to demonstrate good and effective leadership and facilitate the effectiveness of the Board/Committee.

Support the CEO/GS and all colleagues in their executive role and, with my fellow Trustees/Committee/Advisory Panel Members, support their development.

## 9. Leaving the Board/Committee

In accordance with Articles 18-20 or 39.11 (as applicable), I understand and accept that:

Substantial breach of any part of this Code of Conduct may result in my removal from the Board of Trustees or any Committee/Advisory Panel.

Should procedures that may result in my being asked to resign from the Board, a Committee or Advisory Panel commence, I will be given the opportunity to be heard.

If I am asked to resign, I will accept the majority decision and resign at the earliest opportunity.

Should I resign from the Board, a Committee or Advisory Panel, I will inform the Chair in advance in writing, stating my reasons for resigning. Additionally, if asked, I will participate in an exit interview.