

CULTURE PERTH & KINROSS

Directors Code of Conduct

The purpose of this document is to provide a model Code of Conduct for Directors. A Code of Conduct for the Board of Directors sets high standards and makes it clear how potential conflicts of interest are dealt with.

A breach of this Code may result in a Director being removed from the Board of Directors in accordance with articles 46 and 60 of the Articles of Association of Culture Perth and Kinross Limited.

This code of conduct includes reference to the Nolan Committee's 'Seven Principles of Public Life'.

Selflessness

Directors of Culture Perth and Kinross have a general duty to act in the best interests of Culture Perth and Kinross. When acting in their capacity as a Director of Culture Perth and Kinross they should put the interests of Culture Perth and Kinross before their own interests, or those of any other person or organisation. They should operate in a manner which is consistent with the purposes of the Trust and act with due care and diligence. They should take care of the Trust's business as it is reasonable to expect of someone who is managing the business of another person.

Integrity

Culture Perth and Kinross' Directors:

- should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role;
- must declare any interests and relationships which are relevant to their role as a Director of the Trust and resolve any conflicts or potential conflicts which arise from these.
- as well as avoiding actual impropriety, should avoid any appearance of improper behaviour; and
- should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgment.

Objectivity

In carrying out their role, including making appointments (including Director appointments), awarding contracts, recommending individuals for rewards and benefits or transacting other business, Culture Perth and Kinross' Directors should ensure that decisions are made solely on merit.

Accountability

Culture Perth and Kinross' Directors:

- have a duty to comply with the law on all occasions in particular all legislation which regulates the operation of a charity.in accordance with the trust placed in them and in such a way as to preserve public confidence in Culture Perth and Kinross;
- are accountable for their decisions and actions to the public, funders and service users. They must submit themselves to the scrutiny which is appropriate to their role.
- must exercise due care, diligence and skill, and act in a financially responsible manner, ensuring that they understand reports presented to them, ascertaining all relevant information and making reasonable enquiries in order to understand the financial, strategic and other implications of their decisions.

Openness

Culture Perth and Kinross' Directors:

- should ensure that confidential material, including material about individuals, is handled in accordance with due respect for its confidential nature; and
- should be as open as possible about their decisions and action that they take. They should give reasons for their decisions and restrict information only when the wider interest clearly demands.

Honesty

Culture Perth and Kinross' Directors:

- have a duty to declare any interests relating to their role as Director and to take steps to resolve any conflicts that may arise. Where private interests of a Director conflict with their duties as a Director, they must resolve this conflict in favor of the Director role; and
- must make relevant declarations of interest in the different circumstances and roles they play both within and outside Culture Perth and Kinross.

Leadership

Culture Perth and Kinross' Directors:

- should promote and support the principles of leadership by example; and
- must respect the role of the Chief Executive. There will be circumstances under which Directors will be working directly with Culture Perth and Kinross staff. Guidelines for such working relationships must be clear to both staff and Directors and, when these occasions arise, the Chief Executive / Chair should be informed in advance.

(The Chief Executive is the Head of Staff and may be referred to as the Director or Coordinator)

Respect

Culture Perth and Kinross' Directors:

- will strive to establish respectful, collegial and courteous relationships with other Directors, staff and others that they have contact with; and
- will engage in debate and voting in meetings according to procedure, maintain a respectful attitude towards opinions of others, honour the authority of the Chair and accept a majority Board vote on an issue as decisive and final.

Conflict of Interest

Culture Perth and Kinross' Directors:

- shall declare any conflict of interest under this Code of Conduct and the terms of the detailed provisions of the Articles of Association of Culture Perth and Kinross dealing with Conflicts of Interest.

Board Member's Declaration

- I acknowledge that a breach of this Code of Conduct may lead to me being removed from the office of Director.
- I have received and read the induction material for new Directors and understand my duties and responsibilities as a Director.
- I undertake to familiarise myself with the organisation's policies, objectives, plans and financial position.
- I shall declare all conflicts of interest as and when they arise. If at any time these conflicts hamper my ability to perform my role as Director, I shall resign from the board.
- I shall keep all the proceedings at Director meetings confidential and shall not discuss any of the issues with the press / media or any other third party without clearance from the Chairperson.

Signed:	
Print Name:	
Date:	

Reviewed at the meeting of the Board of Culture Perth and Kinross on 3 March 2017

Review Date: June 2018

Culture Perth and Kinross Limited - BOARD SKILLS MATRIX

Skills/ Knowledge/ Experience (SKE) ESSENTIAL													
Understanding of national and local cultural policy aims	Within CPK	Setting and maintaining corporate purpose, policy and strategy	Within CPK	Strategic resource management to deliver corporate purpose, policy and strategy	Within CPK	Corporate governance and risk	Within CPK	Leading and motivating people	Within CPK	Strategic Communications	Within CPK	The highest standards of personal integrity in public life	Within CPK
Experience of leading a cultural organisations at non-executive or senior executive level		Knowledge and experience of strategic planning at a senior level		Business acumen and business planning skills gained in a commercial or public service context		Knowledge and experience of effective governance and accountability frameworks and practices, including audit and risk management		Working knowledge and understanding of employment law, employee and TU relations		Experience of high level public and stakeholder communications		Knowledge and understanding of the requirements of openness, honesty and objectivity in fulfilling a public accountability and stewardship role.	
Strategic understanding of role and remit of Library and Information Services		Ability to work as a team and exercise collective responsibility in decision-taking.		Ability to scrutinise and challenge complex/technical data, including financial data		Working knowledge and understanding of relevant legal parameters for charitable Trusts		Demonstrable track record in leading people through significant business change		Ability to work with the political dimension			
Strategic understanding of role and remit of public Museum and Archive services		Practised in providing constructive challenge and testing assumptions		Knowledge and experience of business improvement methodology						Practised in handling the media			
										Influencing and negotiating skills			

Skills/ Knowledge/ Experience (SKE) DESIRABLE													
Understanding of national and local cultural policy aims	Within CPK	Setting and maintaining corporate purpose, policy and strategy	Within CPK	Strategic resource management to deliver corporate purpose, policy and strategy	Within CPK	Corporate governance and risk	Within CPK	Leading and motivating people	Within CPK	Strategic Communications	Within CPK	The highest standards of personal integrity in public life	Within CPK
				Experience of leading delivery of complex capital or business change projects				Knowledge and understanding of organisational development					