

Institute of Refrigeration Board Trustee

Code of Conduct

Introduction

Charitable objects of the Institute of Refrigeration (IOR)

THE GENERAL ADVANCEMENT OF REFRIGERATION IN ALL ITS APPLICATIONS

Those who serve on the Governing Board are trustees of a UK charity and have responsibilities both under UK company law as directors and under UK charity law. As part of this, each Governing Board Member ('Trustee') is asked to agree to abide by the Code of Conduct which is set out in this document and to sign the Trustee's Declaration accordingly. This is to be read in conjunction with the Governing document of the Charity.

A copy of this Trustee Code of Conduct is available on the IOR website at
<https://ior.org.uk/about/policies-and-practices>

Purpose of the Code of Conduct

The Code aims to define the standards expected of Trustees to ensure that:

- I. The organisation is effective, open and accountable.
- II. The highest standards of integrity and stewardship are achieved; and
- III. The working relationship with any staff and advisers is productive and supportive.

It is the responsibility of board members and trustees to:

- Act within the governing document and the law – being aware of the contents as it applies to the IOR.
- Act in the best interest of the IOR as a whole – considering what is best for the organisation and its beneficiaries and avoiding bringing The IOR 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 the IOR, its board and the individuals involved with it.
- Have a sound and up-to-date knowledge of the IOR and its environment – understanding how the IOR works and the environment within which it operates.
- Attend meetings and other appointments or apologise if not – considering other ways of engaging with the organisation if regularly unable to attend trustee meetings.
- Prepare fully for meetings and all work for the IOR – 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 considerably 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.

Trustee Volunteer Code of Conduct

I will respect and uphold the values of the IOR.

1. General

I will act within the governing document of the IOR and the law and abide by the policies and procedures of the organisation. This includes having a knowledge of the contents of the Constitution and relevant policies and procedures.

I will support the objects and mission of the IOR, championing it, using any skills or knowledge I have to further that mission and seeking expert advice where appropriate.

I will be an active trustee, making my skills, experience and knowledge available to the IOR and seeking to do what additional work I can outside trustee meetings, including sitting on sub-committees.

I will respect organisational, board and individual confidentiality, while never using confidentiality as an excuse not to disclose matters that should be transparent and open.

I will develop and maintain a sound and up-to-date knowledge of the IOR and its environment. This will include an understanding of how the IOR operates, the social, political and economic environment in which it operates and the nature and extent of its work.

I will use the IOR's resources responsibly, and when claiming expenses will do so in line with the IOR procedures.

I will seek to be accountable for my actions as a trustee of the IOR and will submit myself to whatever scrutiny is appropriate.

I accept my responsibility to ensure that the IOR is run effectively and will raise issues and questions in an appropriate and sensitive way to ensure that this is the case.

I will not carry out any activity that is likely to bring the IOR, its members, fellow trustees or staff into disrepute.

2. Managing interests

I will not gain materially or financially from my involvement with the IOR unless specifically authorised to do so with approval of the Charity Commission.

I will act in the best interests of the IOR, and not as a representative of any group — considering what is best for the IOR and its present and future beneficiaries and avoiding bringing the IOR into disrepute.

Unless authorised, I will not put myself in a position where my personal interests' conflict with my duty to act in the interests of the organisation. Where there is a conflict of interest, I will ensure that this is managed effectively in line with the IOR policy. I understand that a failure to declare a conflict of interest may be a breach of this code.

3. Meetings

I will attend all meetings (unless there are exceptional reasons not to do so), and other appointments at the IOR or give apologies. If I cannot regularly attend meetings, I will consider whether there are other ways I can engage with the IOR. Charity. I will contribute appropriately and effectively and avoid dominating the contributions of others.

I will prepare fully for all meetings and work for the IOR. This will include reading papers, querying anything I do not understand, thinking through issues before meetings and completing any tasks assigned to me in the agreed time.

I will actively engage in discussion, debate and voting in meetings, contributing in a considered and constructive way, listening carefully, challenging sensitively and avoiding conflict.

I will participate in collective decision making, accept a majority decision of the board and will not act individually unless specifically authorised to do so.

4. Governance

I will actively contribute towards improving the governance of the trustee board, participating in induction and training and sharing ideas for improvement with the board.

I will endeavour to ensure my knowledge of governance matters is kept up to date by reading relevant materials brought to my attention by the Charity Commission, IOR auditor or other reliable and authorised sources.

I will participate in the preparation of the Annual Report of the Trustees and in confirming the Annual Accounts prepared by auditor.

I will help to identify good candidates for trusteeship and, with my fellow trustees, will appoint new trustees in accordance with agreed selection criteria.

I will help to identify good candidates for President and, with my fellow trustees, will appoint the President in accordance with agreed selection criteria.

5. Relations with others

I will endeavour to work considerately and respectfully with all those I come into contact with at the IOR. I will respect diversity, different roles and boundaries, and avoid giving offence.

I recognise that the roles of trustees, volunteers and staff of the IOR are different, and I will seek to understand and respect the difference between these roles. Where I also volunteer with the organisation, I will maintain the separation of my role as a trustee and as a volunteer.

I will seek to support and encourage all those I encounter at the IOR. I recognise my responsibility to support the chair and the senior staff members.

I will not make public comments about the IOR unless authorised to do so. Any public comments I make about the IOR will be considered and in line with organisational policy, whether I make them as an individual or as a trustee, in person or on social media.

6. Leaving the board

If I wish to cease being a trustee of the IOR at any time, I will inform the chair in advance in writing, stating my reasons for leaving.

Should I at any time be disqualified from acting as a trustee under the Charities Act automatic disqualification rules, I will notify the IOR at that time and resign from the trustee board.

I understand that substantial breach of any part of this code could mean that procedures are put in motion that may result in my being asked to resign from the trustee board.

7. Breaches of this code

In cases where there is a concern that a trustee has breached this code, the matter will be reviewed by the board.

The board will decide whether to discuss the recommendation in closed session. Any sanctions will be determined by the board in line with the Constitution of the IOR, up to and including requiring the trustee concerned to resign from the board. The trustee will accept the decision of the board in such cases.

8. I confirm that I have read and will adhere to the following IOR policy items:

- [Code of Conduct for Members](#)
- [Disciplinary Policy](#)
- [Equality and Diversity](#)
- [Anti Bullying](#)
- [Social Media use by IOR branches and networks](#)
- [Complaints Handling](#)
- [Non Commerciality](#)
- [Trustee Nominations and Elections](#)
- [President Elect Election Process](#)
- [Constitution and set of Rules](#)
- IOR meeting conduct statement as read out at each meeting

Please refer to <https://ior.org.uk/about/policies-and-practices>

9. I confirm that I have read and understood the required reading from the Charity Commission This provides underpinning knowledge regarding this Code of Conduct and responsibilities of trustees

[Disagreements and Disputes in Charities](#)

[CC3 - The essential trustee](#)

[CC25 - Charity Finances: trustee essentials](#)

[CC8 – Internal financial controls for charities](#)

[CC27 – It's your decision](#)

<https://www.gov.uk/guidance/automatic-disqualification-rules-for-charity-trustees-and-charity-senior-positions>

10.Trustee's Declaration

I declare that:

I am over age 18.

I am not an undischarged bankrupt.

I have not previously been removed from Trusteeship of a UK or overseas charity by a court or charity commission.

I am not under a disqualification order under the UK Company Directors' Disqualification Act 1986 (c.46) or an overseas equivalent.

I am, in the light of the above, not disqualified by section 72 of the UK Charities Act 1993 as amended by the UK Charities Act 2006 from acting as a charity Trustee.

I undertake to fulfil my responsibilities and duties as a trustee of the charity in good faith and in accordance with the law and within the charity's objects, mission and values.

I do not have any financial or other interests in conflict with those of the charity (either in person or through family or friends or business connections) except those that I have formally notified in a conflict-of-interest statement.

I will make known any interest in any matter under discussion which creates either a real danger of bias (that is, the interest affects me, or a member of my family, or friends, or organisation, more than the generality affected by the decision); or which might reasonably cause others to think it could influence the decision, and withdraw from the room and not participate in discussion or decision making, unless the remaining Trustees agree otherwise.

I will abide by the Code of Conduct for trustees of the charity.

In the event of my breaching this code I am prepared to accept sanction as determined by the Constitution of the Institute of Refrigeration.

Signed : _____

Name : _____

Date : _____