

British Pharmacological Society code of conduct – Trustees and Vice Presidents

This Code of Conduct is intended to promote effective governance, by identifying accountability, and specifying standards of conduct expected of Council members (who are also the Trustees of the Society) and Vice-Presidents. The Code has been written to help Trustees and Vice-Presidents understand their legal and ethical duties, and to assist them in carrying out these responsibilities as part of their role at the Society.

The parts of the code that apply solely to Trustees (and not to Vice-Presidents) are underlined.

As a Trustee or Vice-President of the British Pharmacological Society (“the Society”), I agree to:

- abide by, and demonstrate leadership in, the values that underpin the activities of the Society; and
- comply with the implementation of those values as described in the remainder of this code of conduct.

1 Values

- 1.1 Integrity and probity – the Society will maintain the highest possible ethical standards in the way in which it deals with its internal and external relationships. The Society will use as its benchmark the standards described in the Nolan Principles and any guidance issued by the Committee on Standards in Public Life or the Charity Commission.
- 1.2 Transparency and accountability – the Society will act in a way that withstands scrutiny by its members, the public, the Charity Commission, the media and other stakeholders and regulators.
- 1.3 Professionalism – the Society will conduct its activities with professional rigour, appropriate self-reflection and robust decision-making.

I will:

2 Constitution and mission

- 2.1 Be aware of and act within the Society’s governing documents and the law, and any policies and procedures that the Society adopts
- 2.2 Uphold and promote the Society’s charitable purposes, and contribute to setting and monitoring a strategy that enables the Society to further those purposes effectively¹
- 2.3 Develop and maintain my knowledge of the Society’s activities and the context within which it works
- 2.4 Ensure that I am eligible to act as a trustee of the Society at all times while in office, and provide a declaration to that effect on request, in the format required by the Society from time to time (current template set out at Schedule 1).

3 Integrity

- 3.1 Conduct myself in a way that does not damage or undermine the Society’s charitable purposes or reputation, and that promotes its interests
- 3.2 Use the Society’s resources responsibly, including staff/volunteer time, and when

¹ This is essentially the “leadership” role of the board – delegation and accountability (in section 8) are the converse responsibilities.

- claiming expenses only do so within the Society's agreed procedures²
- 3.3 Be accountable for my actions as a trustee of the Society, and submit myself to scrutiny from others when required to do so
- 4 Conflicts of interest/personal gain
- 4.1 Act in the best interests of the Society, and not allow any personal interest, loyalty or duty³ to conflict with the Society's interests. Where a conflict of interest or potential conflict of interest does arise, I will declare it to Council as soon as possible, and ensure that the conflict is managed in accordance with the Society's constitution and internal procedures
- 4.2 Not gain materially or financially from any role that I may have within the Society, unless specifically authorised by the rest of Council
- 5 Confidentiality
- 5.1 Maintain confidentiality in any information or material provided to Council or discussed at a Council meeting, unless specifically authorised not to do so by the rest of Council, subject to any legal requirements
- 5.2 Keep Council documents (including any information stored in any medium that is confidential to the Society) secure and confidential.⁴
- 6 Meetings
- 6.1 Attend Council meetings regularly, or give apologies where I have a good reason not to be able to do so, as required by the Society's governing documents. If I am unable to attend regularly, I will discuss with the chair whether it is appropriate to continue in office⁵
- 6.2 Endeavour to prepare fully for all the Society meetings by reading the papers in advance, querying anything I do not understand, considering issues in advance and preparing anything that others may require from me
- 6.3 Actively engage in discussion and debate, contribute in a considered way, listen carefully and challenge constructively⁶
- 6.4 Respect the role of the chair (except where to do so is clearly contrary to the Society's best interests)
- 6.5 Accept Council's collective responsibility and actively support and uphold a majority decision of Council
- 7 Board composition and expertise
- 7.1 Assist as appropriate with succession planning, and with ensuring that Council includes a diversity of perspectives and presents equality of opportunity for the Society's members⁷
- 7.2 Ensure that Council takes advice from external professionals and staff where

² By describing resources to include staff/volunteer time, this sets the context for the later points regarding clarity of roles.

³ The starting point here is that conflicts are unacceptable unless managed, as implementation of value 1.1.

⁴ This is essentially a repetition of the main point at 5.1, but worth describing separately to ensure there can be no misunderstanding about passing on documents

⁵ This helps set expectations about attendance at Council meetings – we could say more about commitment to attending other events/activities, although clause 2.3 above addresses this to some extent.

⁶ This is intended to strike a balance in ensuring robust debate but not unhealthy conflict.

⁷ It should be part of each Council member's role to assist in contributing to this

Council lacks collective expertise on any matter

- 8 Internal relationships
 - 8.1 Work in partnership - considerately and respectfully - with other trustees, and staff, members and volunteers within the Society⁸
 - 8.2 Ensure I understand the scope of any delegation that Council makes, and that any policies or strategies are clear and collectively agreed by Council
 - 8.3 Support and encourage all those I come into contact with at the Society, and support the chair and senior staff in particular
 - 8.4 Maintain clarity regarding the different roles that individuals play within the Society, especially in delegation and reporting, and in maintaining separation between my own role as a trustee and as a member or other voluntary capacity
 - 8.5 Exercise appropriate monitoring and scrutiny of those to whom Council delegates any responsibility or activity, and raise any concerns with the chair
- 9 External representation
 - 9.1 Not make public statements for or on behalf of the Society that may cause the Society harm;
 - 9.2 As a trustee, endeavour to represent the Society among my colleagues and fellow members in a way that upholds the principles of collective Council responsibility, and putting the Society's interests above my own;
 - 9.3 Use best efforts to ensure that any comments or statements I make for and on behalf of the Society have been carefully considered and are consistent with the Society's values as described above; and
 - 9.4 Ensure that any public statements that I make for and on behalf the Society in writing have been approved in advance by the Society's CEO and /or Management Group.
- 10 Personal and collective development⁹
 - 10.1 Contribute towards effective governance, participate in induction and training sessions wherever possible and share ideas for development
 - 10.2 Keep up to date with Charity Commission and other sector guidance in relation to trustee responsibilities and the role of Council, and implement them as appropriate
 - 10.3 Identify where gaps in my own skills and knowledge need to be addressed for me to contribute effectively as a trustee, and seek support from Council and staff in addressing them
 - 10.4 Cultivate a culture of honesty, reflection and self-awareness on Council, so that Council is able to develop its capabilities and learn from its experiences¹⁰
- 11 Complaints, disputes and breaches of the code
 - 11.1 Raise any complaints I may have about the conduct of any other trustee or Vice President with the chair or (where the complaint is about the chair) with the other unaffected members of Council, and contribute constructively with any subsequent investigation

⁸ This clause (and 8.3) are intended to express the themes of partnership/collegiality

⁹ Again, this section expands on the commitment required of trustees if Council is to function effectively, above preparation and attendance at meetings.

¹⁰ This is intended to express the "humility" point!

- 11.2 Co-operate with any investigation into my own behaviour, and respond to questions promptly when asked
- 11.3 Submit to any decision that Council may make about my own conduct, including a decision to remove me as a trustee, in accordance with the Society's governing documents¹¹

- 12 Leaving Council

 - 12.1 If I resign as a trustee, I will notify the chair in advance in writing, stating my reasons, and will participate in an exit interview where requested to do so.

¹¹ Some sector-wide codes state that a trustee will voluntarily resign in these circumstances - we have not expressly included this, as it seems a somewhat onerous provision.