

<u>Code of Conduct for the Winch Board of Trustees</u>			
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		This is a new Code of Conduct for adoption by the Board, and replaces in full any previous Code	

1. Background

- 1.1. This Code of Conduct is based on the principles and suggested architecture in the [Charity Governance Code](#) and has been developed to help the Winch maintain high standards of governance.
- 1.2. The Code should be read in conjunction with Trustees' duties as Directors of a Charitable Company under the [Companies Act 2006](#).
- 1.3. The Code of Conduct is not a legal or regulatory requirement, but it draws on principles and practice of good governance, and is intended to facilitate continuous improvement towards high standards.
- 1.4. It should be read as part of a wider suite of documents (including the Charity's [Strategy](#), and [JEDI Policy](#) and its Safeguarding Policies).
- 1.5. The Code of Conduct should be used:
 - 1.5.1.1. As a core material for Trustees, including during induction.
 - 1.5.1.2. As a public-facing document (published on the Charity's website) to demonstrate transparency and as a part of our commitment to beneficiaries, donors, partners and the public.

1.5.1.3. For other purposes, at the discretion of the Board and Executive.

2. The Code of Conduct

2.1. Organisational purpose

2.1.1. The Board should understand the Charity's purpose:

"To help each child succeed, regardless of their circumstances, by giving them the opportunities and support they need".

2.1.2. The Board should understand:

- 2.1.2.1.1. How this purpose is applied through the Charity's five-year Strategy: "From Cradle to Community" and any subsequent strategy.
- 2.1.2.1.2. How this is being achieved effectively - notably through regular review of quarterly and annual impact reports.
- 2.1.2.1.3. How this is being delivered sustainably - notably through scrutiny of the management accounts (including at Finance Committee meetings) and also the strategic approach to income - noting that the charity is committed to continuing for as long as it is needed.

2.2. Leadership

2.2.1. The Board should ensure it is effective and it is providing strategic leadership in line with the charity's aims and values.

2.2.2. Specifically, the Board should:

- 2.2.2.1. Understand the Charity's Strategy and principles, including the JEDI policy - and what this means in practice.
- 2.2.2.2. Lead by example in living these values and make sure this is visible to employees, beneficiaries and supporters of the charity.
- 2.2.2.3. Understand the nature of the charity's work, and what it means in practice as well as in theory. (For example, through visiting service activity or attending events.)
- 2.2.2.4. Ensure it understands and respects the difference between Board activities (or wider volunteering) and Executive activities and decision-making.

2.3. Integrity

2.3.1. The Board should act with integrity. It should adopt values, apply ethical principles to decisions, and create a welcoming and supportive culture, which helps achieve the Charity's purpose.

2.3.2. To achieve this, the Board should:

- 2.3.2.1.1. Take steps to understand the Charity's reputation in the local community, including amongst beneficiaries and key stakeholders.

- 2.3.2.2. Pay particular attention to the scrutiny of safeguarding policy and procedures, understanding the complexity of the Winch's work, and the application of these principles to the context of local young people's lives.
- 2.3.2.3. Actively promote a culture that reflects the charity's values, including its JEDI Policy.
- 2.3.2.4. Seek to avoid power imbalances - including when engaging with employees and beneficiaries.
- 2.3.2.5. Facilitate discussion about how to maintain Board independence, potential for any conflicts of interest and/or biases, and the confidence of individual trustees to challenge each other where appropriate.
- 2.3.2.6. Adopt and implement this Code.

2.4. Decision making, risk and control

- 2.4.1. The Board should make sure its decision-making processes are informed, rigorous and timely, and that effective delegation, control and risk-assessment, and management systems are set up and monitored.
- 2.4.2. Specifically, the Board should:
 - 2.4.2.1. Maintain oversight of a Scheme of Delegation that is reviewed regularly.
 - 2.4.2.2. Have a set of Board Committees (including Finance Committee, HR & Governance Committee and other time-limited committees as needed), which report back to the Board.
 - 2.4.2.3. Regularly review risks in the round - including safeguarding, financial, reputational, and wider, in relation to the external environment - ensuring all trustees have a shared understanding of the risks that exist, and feel assured by the mitigations in place.

2.5. Board effectiveness

- 2.5.1. The Board should work as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions.
- 2.5.2. To achieve this, the Board should:
 - 2.5.2.1.1. Make sure it is large and diverse enough (in skills and background) to fulfil the needs of the charity.
 - 2.5.2.2. Maintain a rolling Board recruitment programme, that includes:
 - 2.5.2.2.1. A regular skills audit - ensuring that as trustees' terms near their end, there is a clear plan for filling any gaps.
 - 2.5.2.2.2. A clear aim for Board to become increasingly representative of the communities the charity serves.
 - 2.5.2.2.3. Delegation of recruitment campaigns to be led by sub-groups of trustees.
- 2.5.3 Review its own performance, and that of its Chair, every two years.

2.6. Equality, diversity and inclusion

2.6.1. The Board should have a clear, agreed and effective approach to supporting equality, diversity and inclusion throughout the organisation and in its own practice. This approach supports good governance and the delivery of the organisation's charitable purposes.

2.6.2. Specifically, the Board should:

- 2.6.2.1. Regularly review the charity's Justice, Equity, Diversity and Inclusion ([JEDI](#)) Policy, ensuring this not just fully understood but also meaningfully owned by trustees on the Board.
- 2.6.2.2. Take steps to ensure trustees understand the diverse experiences of children and young people supported by the Winch, including the impact of systemic inequalities.
- 2.6.2.3. Take regular steps to ensure the Board is becoming increasingly representative of the communities the charity serves.
- 2.6.2.4. Seek feedback from each other and from the Executive on any potential barriers to participation either for trustees or others engaging with the Board - and take steps to address this as needed.
- 2.6.2.5. Create a culture of curiosity where trustees recognise JEDI as a personal and collective journey, and value continual learning.

2.7. Openness and accountability

2.7.1. The board should lead the Charity in being transparent and accountable, making sure the Charity is open in its work, unless there is good reason for it not to be.

2.7.2. Specifically, the Board should:

- 2.7.2.1. Publish any key decisions.
- 2.7.2.2. Take steps to communicate its thinking with the Executive, supporters and beneficiaries.
- 2.7.2.3. Communicate in a way that is accessible to children and young people where possible and appropriate.
- 2.7.2.4. Understand the Charity's key stakeholders, and what kinds of information are most important to them, providing opportunities for feedback and open questions.
- 2.7.2.5. Receive and scrutinise reports on a regular basis about any formal complaints as well as any informal concerns.
- 2.7.2.6. Hold meetings in the presence of CEO and COO (as well as other members of the Executive as needed), except where inappropriate to do so.

Appendix: Trustee Role Description

This is used in the recruitment process for new members of the Board.

1. Main duties of a Winch trustee

- Ensure that the Winch is carrying out its purpose for the public benefit.
- Understand our purpose, and objectives, be able to explain them, and ensure they are adhered to
- Ensure that the Winch is complying with its governing document, legal obligations and statutory and accounting reporting requirements
- Be able to demonstrate that the Winch is well-run and effective
- Act in the Winch's best interests. Contribute to setting the strategy and ensuring targets and performance are measured
- Manage the Winch's resources responsibly (including its assets, finances, reputation and values)
- Act with reasonable care and skill. Apply your skills and experience to offer challenge and advice

2. Key Commitments of a Winch trustee

- Prepare for, attend and actively participate in Board meetings
- Join and attend any relevant Board sub-committees
- Make time to visit services and demonstrate Board engagement with the Charity's operations
- Use networks to champion and promote the Winch
- Support staff members to improve operations by bringing specialist skills and knowledge
- Be aware of, and abstain from, any conflict of interest
- Uphold the Charity's Code of Conduct