



LOVE ZIMBABWE CHARITY

CODE OF CONDUCT

1. Introduction

- A 'trustee' is a member of Love Zimbabwe's governing body, i.e. its Committee. Trustees are responsible for controlling the management and administration of Love Zimbabwe, and take collective responsibility for the charity.
- 'LZ' is used in this document as a synonym for Love Zimbabwe.

2. Charity Commission Regulations

All members of Love Zimbabwe Charity retain the responsibilities to manage the charity in its best interest. As such, it is necessary that they abide by high standards of professional conduct when acting in their capacity as trustees. They are also obliged to abide by the relevant regulations of the Charity Commission.

See: <http://www.charitycommission.gov.uk/publications/ccpubs3.asp>

The financial responsibilities of Trustees are set out in an appendix to this document, and are those set out on the Charity Commission web-site for Charity Trustees.

3. Love Zimbabwe Trustees' Rights

- Equal status and voting rights with all the other Trustees
- The ability to raise with the Chair any concerns you may have about the organization, its work or operations;
- Clear information regarding your role and responsibilities as a Trustee and committee member;
- Courteous treatment by your fellow Trustees and LZ staff.



4. Responsibilities

Particular obligations under this Code of Conduct are:

4.1: Law, mission, policies:

- I will not break the law or go against charity regulations in any aspect of my role of trustee.
- I will support LZ's mission and consider myself one of its guardians.
- I will abide by LZ's organizational policies and ensure LZ complies with Charity Commission law.

4.2: Conflicts of interest

- I will always strive to act in the best interests of the organization.
- I will declare any conflict of interest, or any circumstance that might reasonably be viewed by others as a conflict of interest, as soon as it arises.
- I will submit to the judgment of the Officers and do as they require regarding potential conflicts of interest.
- I will adhere to LZ's Conflict of Interest Policy.

4.3: Protecting the organization's reputation

- I will not speak *in a formal capacity as a trustee of LZ* to the media or in a public forum without the prior knowledge and approval of the Chair or Founder.
- When I am speaking as a trustee of LZ, my comments will reflect current organizational policy even when these do not agree with my personal views,

4.4: Personal gain

- I will not personally gain materially or financially from my role as trustee, nor will I permit others to do so as a result of my actions or negligence.
- I will document expenses and seek reimbursement according to procedure.
- I will use charity resources responsibly, when authorized, in accordance with procedure.

4.5: Trustee Meetings

- I will strive to attend all committee meetings, giving apologies ahead of time to the secretary if unable to attend.
- I will study the agenda and other information sent to me in good time, prior to the meeting and be prepared to debate and vote on agenda items during the meeting.
- I will honor the authority of the Chair and respect his or her role as meeting leader.
- I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- I will accept a majority vote on an issue as decisive and final.



- I will maintain confidentiality about discussions in committee meetings, which are understood to operate under the Chatham House Rule, unless authorized by the Chair to speak of them externally. Minutes of the Committee meetings are available on public record.

Chatham House Rule: <https://www.chathamhouse.org/about/chatham-house-rule#>

4.6: Leaving the Board of Trustees

- I understand that substantial breach of any part of this code may result in my removal from the LZ Board of Trustees by the Officers, acting unanimously and after a process of consultation with me.
- Should I resign from the board I will inform the Chair in advance in writing, stating my reasons for resigning.

5. Communications Protocol

- I will endeavour to work considerately and respectfully with all those I come into contact with at Love Zimbabwe. I will respect diversity, different roles and boundaries, and avoid giving offence.
- I recognise that the roles of trustees, volunteers and staff of Love Zimbabwe 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 come into contact with at Love Zimbabwe. In particular I recognise my responsibility to support the chair and the senior staff member.
- I will not make public comments about the organisation unless authorised to do so. Any public comments I make about Love Zimbabwe will be considered and in line with organisational policy, whether I make them as an individual or as a trustee
- Any trustee is within their rights to express his/her concerns. Firstly individuals should directly contact the chairperson of Love Zimbabwe. It is then for the chairperson to contact the relevant persons to seek solutions to the issues. The chairperson of Love Zimbabwe is within his/her rights to discuss these issues with any member of the boards he/she sees relevant.
- The role of the secretary of Love Zimbabwe is responsible for the written and verbal communication of any correspondence with the board of trustees and members of the public. The secretary will liaise with the chairperson to co-sign documents where he/she see's relevant.



6. Declaration by Trustees

As a trustee of LZ, I promise that all my work for and on behalf of the charity will be in keeping with high ethical standards as set out in this Code of Conduct. In particular, I guarantee that in undertaking such work I will abide by high standards of accountability, integrity, honesty and transparency with both LZ colleagues and the public.

I have read and I understand the LZ's Code of Conduct. I agree to abide by the rules described above and understand that I may be removed as a participant if I violate any of these rules.

Board of trustees

Trustee Name _____

Signature _____

Date _____

Trustee Name _____

Signature _____

Date _____

Trustee Name _____

Signature _____

Date _____

Trustee Name _____

Signature _____

Date _____



Trustee Name _____

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Date _____



Appendix 1: Financial Responsibilities of LZ Trustees.

What are the liabilities of charity trustees?

The Short Answer

As stated above, a conscientious and committed trustee need have few worries about personal liability. But it is important for all trustees to understand their position.

In More Detail

The normal position: If trustees act prudently, lawfully and in accordance with the governing document, then any liabilities (i.e. debts or financial obligations) that they incur as trustees can normally be met out of the charity's resources. However, if trustees incur liabilities or debts that amount in total to more than the value of the charity's assets they may not be able to cover themselves in full out of the charity's property, even if the liabilities have been properly incurred.

If trustees act imprudently: If the trustees act imprudently, or are otherwise in breach of the law or the governing document, the position is different. Here, trustees may be personally responsible for liabilities incurred by the charity, or for making good any loss to the charity. Since trustees act collectively in running a charity, they will usually be collectively responsible to meet any such liability.

Charity Commission powers: We can take proceedings in court for the recovery, from trustees personally, of funds lost to charity as a result of a breach of trust by the trustees. However, there is only a small likelihood that trustees will have to pay out of their own pocket towards a financial loss suffered by the charity, or towards compensating a third party who has suffered a financial loss as a result of their dealings with the charity. If necessary, we can relieve trustees of any liability to pay, provided they have acted honestly and reasonably. Despite this, we appreciate there are genuine concerns about the risk of personal liability.

Reducing risk: We strongly recommend that trustees are particularly careful when entering into substantial contracts or borrowings to ensure that the charity has the means to meet its obligations. If trustees are clear about all the potential risks and identifying the areas, if any, where their charity might be exposed, trustees can take preventative action to lessen the possibility of personal liability. For example, we recommend that trustees:

- Familiarise themselves with the governing document;
- Establish effective induction procedures for new trustees;
- Take professional advice when needed or required by statute;
- Take advice from the Commission or a professional expert when unsure about their duties;
- Clarify what powers they have to delegate authority either to an agent or employees;
- Implement effective internal management and financial controls;
- Find out what areas of law might affect the charity's activities, such as employment, health and safety, human rights and data protection; and
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- Before they enter into a contract, satisfy themselves that the charity has the resources to meet its part of the contract and understand the consequences of breaching the contract.

Can a charity insure trustees against personal liability?

The Short Answer

Where it is in the interests of the charity, trustees can be insured by their charity against personal liability.

In More Detail

Insurance that is not a personal benefit: Where reasonable to do so, trustees can insure the charity out of the charity's funds against liabilities to third parties arising from acts properly undertaken in the administration of the charity. This is not a trustee benefit, and explicit authority to buy this type of insurance is not required.

Insurance that is a personal benefit: The 1993 Act allows almost all charities to buy trustee indemnity insurance policies. There are certain limitations – for example, the policies cannot include cover for criminal fines or penalties, a trustee's costs in defending criminal proceedings if he or she is convicted of fraud, dishonesty or reckless conduct, or where the trustee's liability results from a deliberate disregard of the interests of the charity.

Source: Charity Commission web-site:

<https://www.gov.uk/government/organisations/charity-commission>

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