

## Trustee Code of Conduct

### Status of this Document

This document sets out the minimum expectations regarding the standards of personal behaviour and conduct of Trustees.

Every Trustee should sign the acknowledgement at the bottom of the document, accepting that they must comply with this Code of Conduct (the Code) whilst they are a Trustee of the Institute of Materials, Minerals & Mining (IOM3).

This document should be read in conjunction with the Charter, Bye-laws, Regulations and Policies of IOM3<sup>1</sup>.

### Commitment to the charitable objects, vision, mission and values of IOM3

Each Trustee will ensure that their behaviours and duties reflect the charitable objects, vision, mission and values of IOM3.

### Trustee Duties

Each Trustee will:

- Ensure they understand fully their legal duties and responsibilities and comply with them.
- Ensure that they understand the Charity Governance Code and their responsibilities and comply with them fully unless IOM3 has explicitly decided not to follow a specific element for good reason.
- Ensure that on joining the Executive Board and on an ongoing basis that they have disclosed anything to the Chair and the CEO that may render them unavailable to IOM3, or diminish their ability to be a Trustee currently or in the future (including any potential conflict of interests).
- Accept that no remuneration or other benefit in money's worth shall be given by IOM3 to any Trustee.
- Attend every Executive Board unless there is an unavoidable reason for non-attendance in which case the Chair and CEO should be notified at the earliest opportunity.
- Prepare fully for all Executive Board of Trustee meetings, ensuring they have read the whole pack and are able to make informed decisions.
- Arrive promptly for all meetings.
- In meetings, conduct themselves professionally and courteously, allow others to speak freely and follow the instructions of the Chair on meeting etiquette.
- In virtual Executive Board meetings, normally have their camera on and, unless speaking, microphone muted and use the raise hand function to seek to contribute to the discussion.
- If unable to attend the Executive Board meeting<sup>2</sup>, nonetheless read the associated documentation and provide comments and points to the CEO and Chair, including their position on any proposed decisions and ensure that any concerns are reflected in the minutes.
- If they miss 3 Executive Board meetings in a rolling twelve-month period, offer to step down as a trustee due to their potential lack of commitment to IOM3.

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<sup>1</sup> Available at <https://www.iom3.org/about-us/governance/annual-report-corporate-documents.html>

<sup>2</sup> All trustees are liable for the decisions taken and not being present at the meeting when a decision was made does not alter this.

- Ensure they pay all membership fees when due
- Ensure they give support to IOM3 membership
- Guide and advise the IOM3 executive team on matters that they are requested to assist with

**Behaviours**

As members of IOM3, trustees are subject to the IOM3 Code of Professional Conduct, which governs their professional behaviour. In addition, in their role as Trustees, they commit to the following:

- To act in the best interests of IOM3
- To use all skills and experience in carrying out their responsibilities and appropriately exercising the powers attached to the position of Trustee
- To use the position of office for a proper purpose
- To recognise that their primary responsibility is to IOM3 and its charitable object as a whole, though where appropriate, to have regard to the interests of all stakeholders of IOM3
- Not to take improper advantage nor make improper use of information acquired in their position as a Trustee of IOM3
- They maintain a duty of care
- To be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board and the IOM3 executive team
- Not to use their position to bully, abuse, victimise, intimidate, discriminate against or harass any other person.
- To direct any IOM3 enquiries to the appropriate IOM3 employee, especially any media enquiries
- Not to engage in conduct likely to discredit IOM3 or be detrimental to the interests of IOM3

**Social Media and Emails**

Trustees must always ensure emails and social media posts from them remain professional, respectful and polite in their manner. Any content that may constitute bullying, harassment or any inappropriate behaviour will not be tolerated.

When posting on social media about IOM3 matters, Trustees must comply with the IOM3 ASV social media policy.

**Breaches of this Code of Conduct**

A Trustee has an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this Code.

All Trustees have a duty to hold each other to account regarding this Code. If anyone believes any of their fellow Trustees are in breach of this Code, they must raise their concerns directly to the CEO and the Chair of the Board. The matter will then be investigated, if appropriate, and a warning may be issued and in extreme cases, the Board will use the powers vested in it, in accordance with the Bye-laws, to remove a Trustee.

I ..... (SIGN AND PRINT NAME)

agree to the above Code of Conduct on .....(INSERT DATE)