MANAGEMENT COMMITTEE CODE OF CONDUCT

Shildon Railway Institute Limited

The Standards Expected of Those Entrusted with the Governance of the Society

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Table of Contents

1. Statement of Stewardship 3
2. About the Society 3
3. Purpose 3
4. Relationship to the Governance Framework 3
5. Principles of Conduct 4
6. Conduct Towards Fellow Committee Members 4
7. Conduct Towards Volunteers 5
8. Conduct Towards Employees 6
9. Conduct Towards Members 7
10. Conduct Towards Partners and the Wider Community 8
11. Personal Integrity and Use of Position 8
12. Confidentiality and Responsible Use of Information 9
13. Collective Responsibility and Decision-Making 10
14. Accountability, Learning and Raising Concerns 11
15. How this Code is Applied 12
16. Related Documents 13
17. Document Review 13
18. My Commitment 14

1. Statement of Stewardship

Every member of the Management Committee accepts a position of trust on behalf of the Society, its members and the wider community it serves.

This Code of Conduct describes the standards of behaviour expected of those entrusted with that responsibility. It is intended not simply to define acceptable conduct, but to encourage a culture of integrity, mutual respect, thoughtful leadership and shared stewardship that reflects the Society's Governance Philosophy.

The Code should be read as a positive commitment to the standards that Committee Members aspire to uphold in their service to the Society.

2. About the Society

Shildon Railway Institute Limited is a **Community Benefit Society**, registered under the **Co-operative and Community Benefit Societies Act**.

Throughout this document, and the wider governance framework adopted by the Institute, the terms **"the Society"** and **"Shildon Railway Institute"** refer to the same organisation.

The term **"the Society"** is used where these documents describe the Institute in its legal, constitutional or governance capacity. The term **"the Institute"** may be used where the document refers more generally to the organisation, its premises, activities or community role.

This distinction is intended solely to aid clarity and consistency and does not imply the existence of separate organisations.

3. Purpose

The purpose of this Code is to promote behaviours that strengthen the effectiveness, integrity and reputation of the Management Committee and the Society as a whole.

It complements the Society's Governance Philosophy and the Management Committee Roles & Responsibilities document by describing how Committee Members are expected to conduct themselves in fulfilling the responsibilities entrusted to them.

Every Committee Member shares responsibility for creating an environment in which these standards of conduct are encouraged, demonstrated and sustained.

4. Relationship to the Governance Framework

The Society's governance documents are intended to work together as a coherent framework.

- The Governance Philosophy explains the principles and values that guide the Society.
- Management Committee Roles & Responsibilities describes the stewardship entrusted to Committee Members and office holders.
- This Code of Conduct describes the behaviours expected of those who undertake those responsibilities.

Together, these documents support a culture of good governance founded upon stewardship, integrity, accountability and service to future generations.

5. Principles of Conduct

In fulfilling their responsibilities, Committee Members should seek to:

- act with integrity, honesty and fairness in all matters relating to the Society;
- place the interests of the Society above personal interests or individual agendas;
- demonstrate stewardship through their decisions, conduct and relationships;
- treat others with dignity, courtesy and respect;
- encourage openness, trust and constructive dialogue;
- recognise that good governance depends upon collaboration, shared wisdom and mutual support;
- remain willing to learn, reflect and improve;
- act in ways that strengthen confidence in the Society and its governance.

Committee Members should seek not only to uphold these principles themselves, but also to encourage and support others in doing likewise.

6. Conduct Towards Fellow Committee Members

Committee Members should recognise that effective governance depends upon relationships founded on trust, respect and a shared commitment to the Society's purpose.

Accordingly, Committee Members should:

- value the different knowledge, experience and perspectives that colleagues bring;
- listen with respect, particularly when opinions differ from their own;
- contribute thoughtfully and constructively to discussion and decision-making;
- challenge ideas without diminishing the people expressing them;
- encourage quieter voices to contribute and help create an environment in which everyone feels able to participate confidently;
- support colleagues in developing their knowledge, confidence and effectiveness;
- respect collective decisions once they have been properly reached, even where individual views differed during discussion;
- avoid behaviours that undermine trust, create unnecessary division or discourage participation;

- resolve disagreements respectfully and, wherever possible, directly and constructively;
- recognise that every Committee Member is first and foremost a fellow volunteer, united by a shared commitment to the Society.

Committee Members should seek to leave every discussion with stronger relationships than when it began.

Guiding Principle

The strength of a Management Committee is measured not by the absence of differing opinions, but by its ability to discuss them with respect, learn from one another and remain united in its stewardship of the Society.

7. Conduct Towards Volunteers

The Society depends upon people freely giving their time, knowledge, skills and enthusiasm in support of its purposes. Committee Members should recognise the value of every volunteer contribution and help create an environment in which people feel welcomed, appreciated, supported and able to develop.

Membership of the Management Committee brings additional responsibilities, but does not elevate a Committee Member above other volunteers. Committee Members should therefore approach their relationships with volunteers in a spirit of service, partnership and mutual respect.

Committee Members should:

- treat every volunteer with dignity, courtesy and respect, irrespective of their role, experience or length of service;
- recognise and value different forms of contribution, understanding that people bring different abilities, interests, circumstances and amounts of time;
- welcome new volunteers and help them find opportunities to contribute in ways that reflect their interests and strengths;
- provide encouragement, guidance and support without unnecessarily controlling how volunteers contribute;
- share knowledge generously and encourage volunteers to develop their skills, confidence and understanding;
- listen seriously to volunteers' ideas, observations and concerns, recognising that valuable knowledge exists throughout the Society;
- recognise and acknowledge the contribution of others and avoid taking personal credit for collective achievements;
- encourage volunteers who wish to broaden their involvement and help create pathways through which they may take on additional responsibilities;
- be mindful of the time and commitment freely given by volunteers and avoid placing unreasonable expectations upon them;
- respond constructively when mistakes occur, treating them wherever appropriate as opportunities for learning and improvement;

- avoid favouritism, exclusion or the creation of unnecessary hierarchies between different groups of volunteers;
- help ensure that concerns about behaviour, wellbeing or safety are taken seriously and addressed through the appropriate Society procedures.

Committee Members should remember that the strength of the Society depends not simply upon attracting volunteers, but upon creating a culture in which people choose to remain, contribute and grow.

Committee Members should be willing to contribute alongside other volunteers and should not regard any reasonable task necessary to the Society's work as beneath them.

Guiding principle

The measure of our relationship with volunteers is not simply how much we ask them to contribute, but how effectively we enable them to find purpose, develop confidence and know that their contribution is valued.

8. Conduct Towards Employees

The Society's employees make an important contribution to its success and should be treated with the same dignity, courtesy and respect that the Society expects in all its relationships.

The Management Committee collectively carries responsibilities as an employer. Individual Committee Members should recognise that membership of the Committee does not, by itself, give them authority to direct or manage employees. Day-to-day working relationships, supervision and instructions should follow the arrangements agreed by the Management Committee.

Committee Members should:
- treat employees fairly, respectfully and professionally at all times;
- value their knowledge, experience and contribution and listen seriously to their observations, ideas and concerns;
- recognise and respect the distinction between governance responsibilities and day-to-day operational management;
- communicate through agreed management and reporting arrangements and avoid giving employees conflicting or unauthorised instructions;
- support employees in understanding their responsibilities and provide appropriate information, resources and encouragement to enable them to perform their work effectively;
- respect appropriate professional and personal boundaries;
- recognise that employees should be able to raise questions, concerns or difficulties without fear of hostility, embarrassment or disadvantage;
- maintain appropriate confidentiality in relation to employment, performance and other personal matters;
- avoid discussing individual employment matters inappropriately with members, volunteers or others;
- address concerns about an employee's conduct or performance fairly and through the Society's agreed procedures rather than through informal criticism or confrontation;
- recognise good work and ensure that employees understand that their contribution to the Society is valued;
- remember that the Society's responsibilities as an employer include the wellbeing, safety, dignity and fair treatment of those who work for it.

Committee Members should seek to create a working environment in which employees and volunteers understand their different responsibilities while recognising that both contribute to the same shared purpose.

As employees are often among the people through whom members, visitors and other users experience the Society most directly, Committee Members should recognise that supporting a positive working culture also contributes to the reputation, welcome and character of the Institute.

Guiding Principle

The measure of our relationship with employees is not simply whether we fulfil our obligations as an employer, but whether we create the conditions in which people feel respected, supported and able to contribute their best to the Society.

9. Conduct Towards Members

The Management Committee derives its authority from the Society and its membership. Committee Members should therefore approach their relationships with members in a spirit of service, openness and accountability, recognising that governance responsibility is a position of trust rather than status.

Committee Members should:
- treat all members fairly, consistently and with dignity and respect;
- remain approachable and willing to listen to members' views, questions, ideas and concerns;
- communicate openly and clearly about the Society's work and decisions, subject to legitimate requirements of confidentiality;
- recognise that members may hold different views about the Society and its future and treat those differences respectfully;
- avoid favouritism or allowing friendships, disagreements or personal relationships to influence how individual members are treated;
- distinguish between their own personal opinions and decisions or positions formally adopted by the Management Committee;
- explain decisions honestly and constructively where it is appropriate to do so;
- avoid making commitments or representations on behalf of the Society unless authorised to do so;
- encourage members to participate in the life and development of the Society and ensure that reasonable opportunities exist for their voices to be heard;
- respond appropriately to concerns or complaints and ensure that these are considered through the Society's agreed procedures rather than treated personally or defensively;
- respect members' privacy and handle information entrusted to them appropriately;
- remember that membership of the Management Committee brings additional responsibilities towards fellow members, not greater personal importance within the Society.

Committee Members should seek to foster a relationship in which members have confidence that the Society is being governed thoughtfully, fairly and in their collective interests while remaining true to its wider community purpose.

Guiding Principle

The measure of our relationship with members is not whether they agree with every decision we make, but whether they can have confidence that they have been heard, treated fairly and that decisions have been made thoughtfully in the best interests of the Society.

10. Conduct Towards Partners and the Wider Community

Shildon Railway Institute exists not in isolation, but as part of a wider community of people, organisations and institutions with whom it shares relationships, interests and aspirations.

Committee Members should recognise that the Society's reputation is shaped not only by what happens within the Institute, but by the way it conducts itself beyond its own walls. Relationships with partners and the wider community should therefore be approached with openness, reliability, respect and a willingness to collaborate.

Committee Members should:
- represent the Society positively, honestly and professionally in their dealings with others;
- treat partner organisations, community groups, public bodies, funders, suppliers and other external contacts with courtesy and respect;
- approach partnership as a relationship of mutual contribution, recognising and valuing the knowledge, skills, experience and resources that others bring;
- seek opportunities to collaborate where working together can achieve greater community benefit than acting alone;
- honour commitments made on behalf of the Society and communicate promptly and honestly where circumstances make this difficult;
- avoid making commitments, representations or promises on behalf of the Society without appropriate authority;
- respect the independence, priorities, expertise and identity of partner organisations rather than expecting them simply to support the Society's own objectives;
- acknowledge appropriately the contributions of partners and others to shared achievements;
- handle information shared in confidence by partners responsibly;
- conduct disagreements constructively and seek to preserve relationships wherever reasonably possible;
- recognise that their conduct outside formal Committee activity may affect how the Society is perceived when they are known to be representing it;
- listen to the wider community and remain open to perspectives from people who may not currently be members, volunteers or users of the Institute;
- help ensure that the Society remains responsive to changing community needs and does not become inward-looking or disconnected from those it exists to benefit.

The Management Committee should seek to build relationships founded upon trust rather than transaction, recognising that strong partnerships develop over time through reliability, reciprocity and shared endeavour.

Guiding Principle

The measure of our relationship with partners and the wider community is not simply what they can contribute to the Society, but what we can achieve together for the benefit of the communities we collectively serve.

11. Personal Integrity and Use of Position

Membership of the Management Committee places an individual in a position of trust. Committee Members should exercise that trust with integrity, humility and good judgement, recognising that

responsibilities entrusted to them are held for the benefit of the Society rather than for personal advantage.

The standards set out below complement the Seven Principles of Public Life referenced within Management Committee Roles & Responsibilities, translating those principles into expectations of personal conduct within the Society.

Committee Members should:
- act honestly, fairly and in good faith in all matters relating to the Society;
- use their position only in furtherance of the legitimate interests and purposes of the Society, rather than to secure inappropriate advantage for themselves, their family, friends, associates or other organisations;
- recognise that appointment to the Management Committee confers additional responsibility rather than personal status or privilege;
- exercise any authority entrusted to them carefully, proportionately and only for the purposes for which it has been given;
- distinguish clearly between personal interests and their responsibilities towards the Society;
- declare actual, potential or perceived conflicts of interest openly and at the earliest reasonable opportunity, and follow the Society's agreed arrangements for managing them;
- avoid seeking preferential treatment, financial benefit, favours or other personal advantage arising from their Committee position;
- use the Society's money, property, equipment, information and other resources responsibly and only for properly authorised purposes;
- neither offer nor accept gifts, hospitality or other benefits where doing so could reasonably be perceived as influencing their judgement or creating an obligation;
- exercise care when speaking publicly, including through social media, where their comments might reasonably be understood as representing the Society;
- distinguish between expressing a personal opinion and speaking with the authority of the Management Committee;
- be honest about mistakes, uncertainties and limitations in their own knowledge, and seek advice or assistance when appropriate;
- accept appropriate scrutiny of their decisions and conduct and respond to questions or challenge openly and constructively;
- raise concerns where they genuinely believe that the Society's interests, values or responsibilities are being compromised;
- conduct themselves in a manner that justifies the confidence placed in them by fellow Committee Members, volunteers, employees, members and the wider community.

Committee Members should remember that the trust associated with their position belongs to the Society. It is temporarily entrusted to them and should never be treated as something personally owned.

Guiding Principle

The measure of personal integrity is not simply whether our actions are permitted, but whether they are worthy of the trust that others have placed in us.

12. Confidentiality and Responsible Use of Information

Committee Members are entrusted with information in order to fulfil their responsibilities effectively. That trust requires them to balance appropriate openness and transparency with the need to protect information that is confidential, personal, sensitive or otherwise unsuitable for wider disclosure.

Confidentiality should not be used unnecessarily to restrict information or discourage appropriate scrutiny. Equally, information entrusted to the Management Committee should not be disclosed merely because doing so is personally convenient or interesting. Committee Members should exercise thoughtful judgement, considering the nature of the information, the reason it was provided and the potential consequences of its disclosure.

Committee Members should:

- respect the confidentiality of information identified as confidential or which they could reasonably be expected to recognise as sensitive;
- handle personal information relating to members, volunteers, employees and others with particular care and in accordance with the Society's data protection responsibilities;
- use information obtained through their Committee position only for legitimate Society purposes;
- avoid sharing confidential information with people who have no proper need to receive it, including other members of the Society where appropriate;
- exercise particular care when discussing Society matters in public places, informal social settings, online or through social media;
- ensure that documents, correspondence, electronic records and other information within their possession are stored and handled appropriately;
- respect information shared by partner organisations, funders, professional advisers and others in confidence;
- avoid using privileged or advance knowledge obtained through their Committee position for personal advantage or for the advantage of another person or organisation;
- seek clarification where they are genuinely uncertain whether information may appropriately be shared;
- support appropriate openness by ensuring that information which can and should properly be communicated to members, volunteers or the wider community is not unnecessarily withheld;
- recognise that confidentiality may continue after they cease to be a Committee Member where the nature of the information requires it;
- raise concerns through appropriate channels where they believe information is being improperly withheld, disclosed or used.

Where confidential information must be shared in order to obtain appropriate advice, fulfil a legal obligation, protect someone's safety or otherwise discharge the Society's responsibilities, Committee Members should follow the appropriate Society procedure and disclose no more information than is reasonably necessary.

The purpose of confidentiality is to protect people, relationships and the legitimate interests of the Society. It should never be used to conceal wrongdoing, prevent legitimate concerns from being raised or avoid proper accountability.

Guiding Principle

The measure of responsible information stewardship is not how much we keep confidential or how much we disclose, but whether we can be trusted to understand the difference.

13. Collective Responsibility and Decision-Making

The Management Committee exercises its authority collectively. Individual Committee Members contribute their knowledge, experience and judgement to that process, but decisions properly made by the Management Committee become decisions of the Committee as a whole.

Good collective decision-making depends upon Committee Members feeling able to question, challenge, disagree and offer alternative perspectives before a decision is reached. Differences of opinion should therefore be regarded as a potentially valuable part of good governance when expressed constructively and considered with respect.

Committee Members should:
- prepare appropriately for decisions and consider relevant information with an open mind;
- contribute their own knowledge and judgement honestly rather than simply supporting what they believe others wish to hear;
- listen carefully to alternative perspectives and remain willing to change their view when persuaded by evidence or argument;
- distinguish constructive challenge from personal opposition;
- declare relevant interests and withdraw from decision-making where required by the Society's arrangements for managing conflicts of interest;
- seek consensus where this can reasonably be achieved, without allowing the desire for unanimity to prevent necessary decisions from being made;
- respect the Society's agreed processes for reaching decisions, including voting where required;
- accept collective responsibility for decisions properly reached, including where their own preferred course was not adopted;
- avoid undermining agreed decisions through disparagement of colleagues, selective disclosure or attempts to reopen settled matters without reasonable cause;
- communicate Committee decisions accurately, distinguishing where appropriate between the decision reached and their own previously expressed view;
- support the implementation of agreed decisions once made;
- remain willing to reconsider a decision where significant new information, changed circumstances or experience provides reasonable grounds for doing so;
- ensure that important decisions and, where appropriate, sufficient reasoning are recorded so that those who follow can understand how and why they were reached.

Collective responsibility does not require Committee Members to surrender independent thought. Rather, it asks them to bring their best judgement to the decision-making process, respect the judgement of others and, once a decision has properly been reached, recognise the authority of the Management Committee as a whole.

Nor should collective responsibility prevent a Committee Member from raising a genuine concern about unlawful, unsafe, unethical or seriously improper conduct. Such concerns should be raised through the appropriate Society procedures.

Guiding Principle

The measure of collective responsibility is not whether we always agree, but whether we can disagree constructively, decide fairly and then act together in the interests of the Society.

14. Accountability, Learning and Raising Concerns

Committee Members should be willing to take responsibility for their actions, decisions and conduct, recognising that accountability is an essential part of the trust placed in those who govern the Society.

The Society does not expect Committee Members to be infallible. Voluntary service, leadership and decision-making inevitably involve judgement, and honest mistakes will sometimes occur. A healthy governance culture should enable mistakes to be acknowledged openly, considered thoughtfully and used as opportunities for learning and improvement.

Committee Members should:
- be willing to reflect honestly upon their own conduct and the effect it may have upon others;
- acknowledge mistakes and take reasonable steps to correct them where possible;
- apologise where their actions or words have caused unnecessary hurt, difficulty or misunderstanding;
- respond constructively to appropriate feedback and challenge rather than becoming unnecessarily defensive;
- offer feedback to others respectfully, privately where appropriate, and with the intention of helping rather than diminishing them;
- distinguish between honest mistakes, differences of judgement and behaviour that may constitute misconduct or a serious breach of responsibility;
- raise genuine concerns about conduct, governance, safety, wrongdoing or other matters affecting the Society through appropriate channels;
- support others who raise concerns genuinely and responsibly, ensuring that they are heard and treated fairly;
- avoid victimisation, retaliation or hostility towards someone because they have raised a concern in good faith;
- cooperate honestly and constructively with any appropriate consideration of a complaint or concern;
- respect the Society's agreed procedures and the rights of everyone involved when concerns or complaints require formal consideration;
- remain willing to learn from experience and contribute to improvements in the Society's governance, culture and practice.

Where difficulties arise between individuals, Committee Members should seek, wherever appropriate, to resolve them early, respectfully and constructively. Formal procedures remain important where circumstances require them, but should not prevent people from communicating honestly, acknowledging mistakes or repairing relationships where this can reasonably be achieved.

Accountability should strengthen the Society rather than create a culture of fear. It should encourage honesty, reflection and learning while ensuring that serious or persistent failures of conduct are addressed appropriately.

Guiding Principle

The measure of accountability is not whether we avoid every mistake, but whether we have the integrity to acknowledge when something has gone wrong, the humility to learn from it and the commitment to put things right.

15. How this Code is Applied

This Code is intended primarily to guide and encourage good conduct rather than to provide a disciplinary procedure.

Committee Members should support one another in understanding and living up to the standards described within it. Where concerns arise, they should be approached proportionately and, wherever appropriate, with an initial emphasis upon respectful discussion, reflection, learning and the restoration of effective working relationships.

An honest mistake, difference of opinion or isolated lapse in judgement should not automatically be treated as misconduct. Committee Members should be given reasonable opportunity to reflect

upon concerns, explain their perspective and, where appropriate, acknowledge mistakes and put matters right.

Where concerns are serious, persistent, cannot reasonably be resolved informally, or involve alleged misconduct, they should be considered through the Society's appropriate procedures. The Code should inform consideration of the conduct expected, but should not replace the fair process established by those procedures.

Nothing within this Code should prevent or discourage the appropriate reporting of concerns relating to unlawful activity, safeguarding, safety, serious misconduct or other wrongdoing.

The application of this Code should itself reflect the values it seeks to uphold: fairness, respect, openness, integrity and good judgement.

Guiding Principle

A Code of Conduct should help people to conduct themselves well, provide a basis for reflection when they fall short, and support fair action when concerns genuinely require it.

16. Related Documents

This Code forms part of the Society's wider governance framework and should be read alongside, where relevant:

- The Governance Philosophy of Shildon Railway Institute
- Management Committee Roles & Responsibilities
- Society Rules
- Standing Orders
- Conflicts of Interest Policy
- Disputes & Complaints Procedure
- Volunteer Code of Conduct
- Volunteer Agreement
- other relevant policies and procedures adopted by the Society from time to time.

Where another Society document establishes a specific procedure for dealing with a matter covered by this Code, that procedure should be followed.

17. Document Review

This Code should normally be reviewed annually, or sooner where changes in legislation, regulation, the Society's Rules, organisational practice or experience indicate that review is necessary.

Review should consider not only whether the Code remains current and effective, but whether it continues to express the Society's Governance Philosophy and the culture of stewardship, mutual respect and collective responsibility that the Management Committee seeks to sustain.

Experience gained through applying the Code should inform future reviews. Where its wording has proved unclear, where circumstances have arisen that were not adequately anticipated, or where better ways of expressing the Society's expectations have emerged, the Code should be capable of evolving accordingly.

The purpose of review is not to accumulate rules for every situation, but to ensure that the Code continues to provide a clear and useful guide to good judgement and conduct.

18. My Commitment

Following each Annual General Meeting, members of the newly constituted Management Committee are invited to affirm this commitment together for the year ahead.

In accepting appointment to the Management Committee of Shildon Railway Institute, I recognise that I have been entrusted with responsibilities on behalf of the Society, its members and the community it serves.

I have read and understood this Code of Conduct and the Society's Governance Philosophy. I commit myself to the standards of conduct described within this Code and to carrying out my responsibilities with integrity, respect, openness and a spirit of stewardship.

I recognise that I will not always get everything right. Where I make mistakes, I will seek to acknowledge them, learn from them and put matters right where I reasonably can.

I will support my fellow Committee Members, volunteers and employees in bringing their own knowledge, skills and experience to the Society, recognising that our collective strength comes from what we are able to contribute together.

Above all, I will remember that the responsibility entrusted to me is temporary, and that my purpose is to leave the Society stronger for those who will follow.

Name: _____ Signature:_____ Date: _____

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