



THE ALBANY THEATRE TRUST

CODE OF CONDUCT FOR MEMBERS AND DIRECTORS

INDEX

- A. Introduction
- B. Part 1 – The Code of Conduct
 - 1 Personal Conduct
 - 1.1 Confidentiality
 - 1.2 General duties
 - 1.3 Confidential information
 - 1.4 Leaving the Board or Committee
 - 1.5 Standards of behaviour
 - 1.6 Collective decisions
 - 1.7 Training
 - 2 Public Conduct and the Reputation of the Albany Theatre Trust
 - 2.1 Personal interests and avoiding conflicts
 - 2.2 Outside activities and political activities
 - 2.3 Payments and benefits
 - 2.4 Using company contractors
 - 2.5 Gifts and hospitality
- C. Part 2 – Dealing with breaches (and allegations of breaches) of the Code of Conduct
 - 1 Breaches at meetings
 - 2 Responding to complaints and allegations
 - 3 Formal investigation procedure

A. INTRODUCTION

Why do we have a Code of Conduct?

Our conduct, as directors and Members, impacts directly on the Albany Theatre Trust's public reputation. It also dictates how effectively the money and assets of the Albany Theatre Trust are managed.

We commit our time, experience and skills. We are responsible for sums of money. We have overall responsibility for all actions carried out by the Albany Theatre Trust.

The Albany Theatre Trust expects the highest standards of conduct from us. Its success is dependent on how well we work together as Members, Boards and as Committees. It is therefore vital we put in place clear ground rules for accountability and acceptable behaviour. Key to this is mutual trust and respect. The Albany Theatre Trust promotes equality and fairness in all aspects of its work; it expects each of us to practice those principles too.

For all of these reasons, we need to adhere to this Code of Conduct. Article 35 of the Albany Theatre Trust's Articles enables the directors to put in place rules regulating the conduct of members which shall be binding on all Members and directors. All new Members, directors or committee members from now on will be asked to sign up to the Code as well.

The principles that underpin this Code

This Code of Conduct for Members, directors and committee members takes into consideration the principles of public life identified by the Nolan Committee in its first report and the rules of the Albany Theatre Trust, the requirements of our regulator, the Charity Commission, current best practice, relevant legislation and other Albany Theatre Trust policies.

The seven '*Nolan Principles*' have come out of the work of a committee set up by the Government to look into standards in British public life. In summary, they are as follows:

- **Selflessness** – as Members and directors, we must make decisions based solely on the mission, vision and values of the Albany Theatre Trust. We should not do so in order to gain financial or other material benefit for ourselves, our family or friends;



Code of Conduct for Members and Directors

- **Integrity** – we must not be compromised by outside interests;
- **Objectivity** – we must remain impartial and ensure choices and decisions are made on merit alone;
- **Accountability** – we must be responsible for our decisions and actions;
- **Openness** – wherever possible, we should give reasons for our actions and only restrict information when individual or commercial confidentiality clearly so demand;
- **Honesty** – we must declare any private interests and take steps to resolve any conflicts arising in a way that is lawful and protects the Albany Theatre Trust’s reputation, values, vision and mission; and
- **Leadership** – we must promote these principles by leadership and example.

The Albany Theatre Trust’s Vision, Mission, Objectives and Values

In addition to respecting the seven principles of public life Members, directors and committee members must promote the Albany Theatre Trust’s vision, mission and values, which are outlined below:

Our Vision

To promote well-being through Arts for Life

Our Mission

Engage Inspire Create

Our Objectives

to enrich the cultural life of Coventry



Code of Conduct for Members and Directors

to support and reflect all members of our community

to create for all volunteering and training opportunities to engage with the arts

to provide an inclusive high-quality programme that represents all performance-related arts

to make the most of our resources

Our Values

Training Inclusion Community Well-Being Outreach Creativity

What form does this Code take?

Part 1 of this Code of Conduct sets out the core standards to which all Members, directors and Committee Members (“**Members**”) are expected to adhere to and provides the procedural framework for them to do so. Part 2 sets out the procedures and sanctions that will apply whenever complaints are made against Members under this Code of Conduct.

This Code of Conduct is a part of a suite of policies and procedures that the Albany Theatre Trust has to ensure it demonstrates the highest standards of probity in the ways it carries out its business. Other policies and procedures that Members must familiarise themselves with include for example our:

- Equal Opportunities Policy
- Data Protection Policy
- Information Security Policy

as well as other policies and procedures developed as necessary.

We must be aware of what each of these policies and procedures says and make sure we follow them at all times. Any failure to do so will be considered to be a breach of this Code of Conduct.



Code of Conduct for Members and Directors

Support for us

It is our responsibility, both individually as Members and collectively as Members, a Board and a Committee to ensure we follow all of the Albany Theatre Trust's policies and procedures (including this one and the ones listed above). However, there are various ways in which the Albany Theatre Trust will support us in doing so.

The Albany Theatre Trust will provide each of us with a copy of this Code of Conduct and the other policies and procedures that are listed above are available upon request. The Albany Theatre Trust will also make sure each of these policies and procedures is kept up to date from time to time and, where appropriate, will organise training for Members where there are changes to policies that are sufficiently important to warrant it.

If we need further guidance, training or advice, either generally to help us to understand our duties and responsibilities and how to discharge them, or specifically on a particular issue or set of circumstances, we should discuss this with the Chair of the Board, Vice Chair or Committee as soon as possible.

The Board will monitor our compliance with the Code and those policies and procedures and will take any appropriate steps to make sure we comply with them where necessary.

This Code of Conduct will be reviewed by the Board regularly and in any event, not less than every twelve months.

B. Part 1 – The Code of Conduct

1. Personal Conduct

1.1 Confidentiality

1.1.1 Our work involves confidential information about our customers, members and the Albany Theatre Trust's business and everyone must respect that confidentiality. Nevertheless, the Albany Theatre Trust is committed to working openly and we will make our business confidential only where this cannot be avoided.

1.1.2 The Albany Theatre Trust has separate **Data Protection and Information Security Policies** that governs how the Albany Theatre Trust will use information that it holds and respond to requests for information from third parties (including our members, partner organisations such as auctioneers and the media). We must be aware of what the **Data Protection and Information Security Policies** say and make sure we follow it at all times. Any failure to do so will be considered to be a breach of this Code of Conduct.

1.2 General Duties

1.2.1 We will not discuss the Albany Theatre Trust business except with other Members and appropriate colleagues of the Albany Theatre Trust.

1.2.2 We will inform the Chair of the Board of any problems which are brought to our attention relating to the Albany Theatre Trust.

1.3 Confidential Information

1.3.1 Confidential information includes the following:

- information about the activities of the Albany Theatre Trust which is not public knowledge;
- information about the personal circumstances of any colleague or Member;
- information about the financial or other resources of the Albany Theatre Trust;

Code of Conduct for Members and Directors

- information about the allocation of financial or other resources by the Albany Theatre Trust;
- information about funders' business; and
- any information available to the Board which is expressly brought to our attention as being confidential.

This list is not exhaustive and you should act as though any information that you become aware of in your capacity as a Member is confidential, unless the Chair of the Board or the Vice Chair confirm otherwise.

1.3.2 From time to time we may have access to or be given confidential information. Unless we are required by law to do so we will not disclose it to anyone.

1.3.3 We will not use confidential information either to benefit ourselves or anyone else.

1.3.4 We will not use confidential information to discredit the Albany Theatre Trust, its Boards or Committees or another Member.

1.3.5 If we receive any written or electronic information that we know or suspect is confidential we will ensure:

- it is not used for our own or anybody else's advantage;
- no copies are made
- it is not disclosed or passed onto anyone else; and
- it is returned to the owner immediately if it has been sent inadvertently

1.3.6 When disclosing any information about the Albany Theatre Trust or its activities, we will ensure:

- the information is not confidential; and
- prior authority is obtained from the Chair of the Board, to release it.

1.3.7 If we breach our duties of confidentiality and a complaint is made, it will be treated automatically as a written complaint under Part 2 of the Code.

1.4 Leaving the Board or Committee

1.4.1 The obligations set out above concerning confidential information will apply even after we have left the Board or Committee or membership.

1.4.2 When we cease to be a Member for whatever reason, we will return all the paperwork relating to the Albany Theatre Trust's business (including Board and Committee papers and minutes) to Albany Theatre Trust.

1.5 Standards of Behaviour

1.5.1 As Members of the Albany Theatre Trust we are required to model the highest standards of behaviour, both at meetings and whenever we are specifically or publicly representing the Albany Theatre Trust and in our everyday life.

1.5.2 We will not verbally abuse anyone, nor will we bully or use physical violence or threats against anyone. This obligation applies to all our dealings with fellow Members, colleagues of the Albany Theatre Trust, contractors and anyone else we may come into contact with in our role as a Member.

1.5.3 We will act reasonably and responsibly at all times. We will not do or say anything that may adversely affect the reputation of the Albany Theatre Trust or bring it or the Board or Committees into disrepute.

1.5.4 If we have personal differences with another Member we will not bring these into the arena of a General, Board or Committee meeting. Instead, we will resolve such differences quickly, quietly and discretely between ourselves outside meetings.

1.5.5 If we have a complaint against another Member or a colleague of the Albany Theatre Trust, we will raise the matter with the Chair of the Board or Committee.

1.5.6 If we have a complaint against the Chair of a Committee we will raise it with the Chair of the Board and if we have a complaint against the Chair of the Board, we will raise the matter with the Vice Chair.

Code of Conduct for Members and Directors

- 1.5.7 We will not use our position as a Member for personal advantage in order to benefit ourselves, our close families (including any person so close to a Member there is a real risk any decision could be influenced, including a Member's husband, wife, partner, parents, grandparents, children, grandchildren, brothers, sisters and similar relations by marriage or anyone connected with them).
- 1.5.8 We will not use our position as a Member in connection with any outside employment or business interests.
- 1.5.9 We will not make representations to others that we act on behalf of the Albany Theatre Trust unless we have specific Board authority to do so.
- 1.5.10 We will always act in the best interests of the Albany Theatre Trust.
- 1.5.11 We will only do what the Articles and Rules of the Albany Theatre Trust specifically permits.
- 1.5.12 We will comply with any other Board/Committee or the Albany Theatre Trust policies in force from time to time.
- 1.5.13 If we are convicted of a criminal or civil offence we will declare it to the Chair of the Board or Committee or the Company Secretary. The Board will then decide whether, in light of the conviction, the Member might be judged unfit to remain in their role with the Albany Theatre Trust. Each case will be judged on its merits.

1.6 Collective Decisions

- 1.6.1 Once a decision is reached by the Members, Board or Committee we will all stand by it, regardless of whether we agree or disagree.
- 1.6.2 We acknowledge the right of the Members, Board or Committee to resolve to change a decision at a future meeting.
- 1.6.3 Each of us accepts that if we are opposed strongly to a Member, Board or Committee decision we may need to resign.
- 1.6.4 We will not disclose decisions made at Member, Board or Committee meetings unless they appear in the formal minutes **and** are within the 'Public Agenda' for the meeting.

1.7 Training

- 1.7.1 Unless we have had permission otherwise from the Chair of the Board we will attend all training provided by the Albany Theatre Trust to assist us in carrying out our duties. The Albany Theatre Trust will ensure such training is relevant and appropriate for us in relation to our role as Members.
- 1.7.2 The Albany Theatre Trust will seek to organise training at a time and venue that takes into account our personal commitments.

2. Public conduct and the reputation of the Albany Theatre Trust

2.1 Equality and Diversity

- 2.1.1 As Members we are each required to comply with the spirit and letter of the Albany Theatre Trust's Equal Opportunities Policy and related procedures at all times. We must be aware of what the Equal Opportunities Policy says and make sure we follow it at all times. Any failure to do so will be considered to be a breach of this Code of Conduct.

2.2 Personal interests and avoiding conflicts (this section only applies to directors and any voting member who represents or undertakes work on behalf of the Albany Theatre Trust).

- 2.2.1 As directors we will act at all times in good faith and in the best interests of the Albany Theatre Trust. We will not put ourselves in a position where our personal interests conflict with those of the Albany Theatre Trust.

2.2.2 Conflicts of interest can arise from:

- interests (financial or otherwise) arising out of a family relationship, friendship, membership of any association, society or trade union, trusteeship and other kinds of relationship which can influence judgement and give an impression, rightly or wrongly, that there might be a personal motive;

Code of Conduct for Members and Directors

- significant shareholdings or investments in companies, partnerships, financial institutions etc earning fees (or seeking to build a relationship) from the Albany Theatre Trust;
- a business or personal relationship with anyone entering into (or wanting to enter into) a contract or arrangement to carry out work for the Albany Theatre Trust;

This list is by no means exhaustive. Conflicts of interest can arise in many other situations.

2.2.3 We will each complete an annual Declaration of Interests in the form prescribed by the Albany Theatre Trust. It is impossible to define all circumstances when a declaration should be made and we must decide which interests to declare based on whether other people might reasonably believe that they are, or might have been, motivated or influenced as a result of their personal circumstances. If we are in any doubt as to whether an interest ought to be declared, we must discuss this with the Chair of the Board or Committee but the starting point is always that an interest should be declared.

2.2.4 Our declarations will be held in a Register which will be open to inspection by our regulators and by other people with a legitimate interest in the Albany Theatre Trust and its affairs. It will include:

- A Register of Interests of individual directors, which records our employment, positions of public responsibility, membership of other organisations and any other financial interests we or our direct family/close associates may have which relates to the work of the Albany Theatre Trust.
- A Register of Businesses, which lists businesses in which we have notified the Albany Theatre Trust of our interest.

2.2.5 Any declarations we make will be dealt with in accordance with the Albany Theatre Trust's **Data Protection and Information Security Policies**.

2.2.6 We will notify the Albany Theatre Trust promptly of any changes that need to be made to either Register to keep them current. If we are uncertain we will make a declaration.

Code of Conduct for Members and Directors

- 2.2.7 We will always be on the alert to spot potential conflicts of interest. If we do spot a conflict, we will tell the Chair of the Board or Committee about it as soon as possible so steps can be taken to address the matter.
- 2.2.8 If we fail to disclose an actual or potential conflict of interest, this may result in us being removed as directors altogether.
- 2.2.9 If we declare a conflict of interest (or a potential conflict of interest) in relation to any matter which comes before us as a director, other than in our role as a director, the presumption is that we will withdraw from any discussion of that matter at any meeting. This would include consideration of contracts where an interest is listed in the Register. If, during a meeting, an item arises in which we could be regarded as having an interest, we will declare an interest and shall withdraw from the meeting for the duration of that item, unless invited by the Board/Committee/meeting to remain during that item. Where there is a disagreement as to whether a director should withdraw from a meeting, the Chair of the Board or Committee will make the final decision. Other than in our role as a director, we shall not participate in any discussion or voting, unless permitted to do so by the Board or the meeting.
- 2.2.10 Notwithstanding the Board or Committee's powers to require us to stand down, we will take personal responsibility wherever appropriate for resolving the conflict. In particular, if an external role or responsibility gives rise to a serious or a persistent conflict, we will consider either resigning from the Board of Committee, or stepping down from the external role / responsibility.
- 2.2.11 If at any time we are aware of any interest that we believe another director has which causes or could cause a conflict of interests, we will advise Chair of the Board or Chair of the Committee accordingly.

2.3 **Outside activities and political activities (this section only applies to directors).**

- 2.3.1 If we want to engage in outside activities that may impact upon the Albany Theatre Trust we will do so only with prior permission from the Board.
- 2.3.2 We will declare any existing involvement with external committees, groups and organisations whose activities may impact upon the Albany Theatre Trust before we become a director.

Code of Conduct for Members and Directors

- 2.3.3 Once we become a director we will only get involved with external committees, groups and organisations whose activities may impact upon the Albany Theatre Trust with prior Board approval. If such approval is granted, we will make sure we declare our interests in the manner prescribed by this Code.
- 2.3.4 Whilst the Albany Theatre Trust's work may take it into the political arena, it must remain non-political in nature. We will therefore keep our personal political activities totally separate from our role as director.
- 2.3.5 We will ensure the Albany Theatre Trust's reputation is not damaged by our personal political activities and we will not seek to score political points at the Albany Theatre Trust's expense, whether privately or publicly.

2.4 Payments and benefits

- 2.4.1 The Albany Theatre Trust's constitution, in particular Articles 6 and 7, sets out its expectations and requirements in relation to the receipt of payments and benefits by (amongst other people) Members. We must be aware of what the constitution says and make sure we follow it at all times. Any failure to do so will be considered to be a breach of this Code of Conduct.

2.5 Using Company Contractors

- 2.5.1 For the purpose of this section 2.5, "Company Contractors" include builders, maintenance contractors, bulk suppliers, solicitors, architects, surveyors, consultants and other professional advisers who have been or are engaged by the Albany Theatre Trust to provide services or products.
- 2.5.2 A list of Trust Contractors can be obtained from the Albany Theatre Trust Chairman for reference.
- 2.5.3 All dealings with Trust Contractors must be "above board". As Members we must therefore separate our purchasing decisions as individuals from those we make on behalf of the Albany Theatre Trust.
- 2.5.4 The Albany Theatre Trust recognises that many Members resident in the area, may from time to time wish to use Trust Contractors to carry out work in a private capacity, it being convenient or in recognition of a good standard of service. Members will only do so in accordance with the guidance set out below.

Code of Conduct for Members and Directors

2.5.5 Members wishing to use a Trust Contractor should advise the Albany Theatre Trust Chairman or the Board of their intention prior to engagement. The Albany Theatre Trust may seek confirmation that no financial or other special advantage (for example any preferential discounted rates) from the Trust Contractor is received as a result of being a Member.

2.6 Gifts and Hospitality

2.6.1 Giving and accepting hospitality or gifts may undermine the integrity of the Albany Theatre Trust. We will therefore avoid doing so except where the value of the gift or hospitality is below £50 or it has been approved by the Board.

2.6.2 Members, directors and committee members must act within Albany Theatre Trust's constitution.

C. Part 2 –Dealing with breaches (and allegations of breach) of the Code of Conduct

1. Breaches at meetings

- 1.1 Any breach of the Code will be treated extremely seriously by both the Board and the Albany Theatre Trust.
- 1.2 Where a breach of the Code takes place at a meeting of the Members, Board or a Committee, the Chair of the Board or Committee may, at that meeting, propose that the Member concerned be suspended for the remainder of the meeting. The Member concerned will be required to leave the meeting immediately if such proposal is supported by a simple majority of those present and voting. The Member concerned is to be excluded both from voting and for the purpose of calculating the relevant majority.
- 1.3 Where it is the Chair of the Board or Committee who is alleged to have breached the Code at a Members, Board or Committee meeting, a Member at that meeting may propose that the Chair of the Board or Committee be suspended for the remainder of the meeting. The Chair of the Board or Committee will be required to leave the meeting immediately if such proposal is supported by a simple majority of those present and voting. The Chair of the Board or Committee is to be excluded both from voting and for the purposes of calculating the relevant majority. Remaining Members will appoint one of their number to act as Chair of the Board or Committee for the remainder of such meeting based on a simple majority vote (“the Acting Chair”).
- 1.4 The suspension of the Member (including the Chair of the Board or Committee) concerned for the remainder of the meeting will be without prejudice to any other sanction that may be imposed subsequently.
- 1.5 The Committee Chair shall notify the Chair of the Board (or if the breach took place or is alleged to have taken place at a Members or Board Meeting, the Chair of the Board shall notify the Board) of any breach of the Code that occurs or is alleged to have occurred at a meeting. Where such a referral is made it shall be deemed to be a written complaint for the purposes of section 2 of Part 2 of the Code and shall be subject to the investigation and disciplinary procedure set out below.

- 1.6 The Acting Chair shall notify the Vice Chair or other appropriate Director of any breach of the Code, by the Chair of the Board, which occurs or is alleged to have occurred. Where such a referral is made it shall be deemed to be a written complaint for the purposes of section 2 of Part 2 of the Code and shall be subject to the investigation and disciplinary procedure set out below.
- 1.7 If a breach is alleged to have been committed by the Chair of the Board then the remaining Board members will be responsible for taking appropriate action. In such circumstances, references in this Part 2 of the Code to the "Chair of the Board" are therefore to be construed as references to the remaining Board members.

2. Responding to complaints and allegations

- 2.1 Any complaint or allegation received by a Member or a colleague about a Member shall immediately be drawn to the attention of the Chair of the Board.
- 2.2 Any individual making or passing on a complaint or allegation against another Member shall be mindful at all times to act in accordance with (and ensure he or she does nothing that could contravene or breach) the Albany Theatre Trust's **Data Protection and Information Security Policies** and **Whistleblowing policies**.
- 2.3 If the Chair of the Board receives a complaint about a Member alleging breach of the Code of Conduct or other conduct detrimental to the interests of the Albany Theatre Trust, the following procedures shall be followed.
- 2.4 Acting in accordance within the confines of the Albany Theatre Trust's **Data Protection and Information Security Policies** and **Whistleblowing policies**, the Chair of the Board shall immediately seek to establish the identity of the person who reported the complaint or allegation, along with the identity of the complainant or complainants (if different).

Code of Conduct for Members and Directors

- 2.5 The Member about whom the complaint or allegation has been made shall be informed that this has happened and of the steps that will be taken as set out below. The Chair of the Board will oversee the information disclosed to the Member at this stage to ensure that the requirements of the Albany Theatre Trust's **Data Protection and Information Security Policies** are complied with, which may include keeping the identity of the complainant(s) confidential and restricting other information that could identify the complainant.
- 2.6 The Member concerned will not contact the media (either directly or indirectly) in relation to the complaint nor respond to any request by the media for comment. If the Member concerned is contacted by the media, he or she will notify the Chair of the Board as soon as reasonably practicable.
- 2.7 The Chair of the Board and at least one other Board member or a suitably experienced independent person shall carry out an initial assessment of the nature of the complaint or allegation. The purpose of this initial assessment shall be to determine whether the nature of the complaint or allegation is such as to require a formal investigation, or whether it can be dealt with on an informal basis.
- 2.8 If the initial assessment determines the matter can be dealt with informally (without invoking the formal investigation procedure set out below), the Chair of the Board, in consultation with a second Board member or suitably experienced independent person (as appropriate) shall deal with the complaint or assessment in a manner they agree as being appropriate in the circumstances.
- 2.9 If the initial assessment determines that a full investigation is needed into the complaint or allegation against the Member, the procedure set out in section 3 shall be followed.
- 2.10 If, in the opinion of the Chair of the Board, the allegation or complaint about the Member is of a sufficiently serious nature, the Chair of Board shall have the power to suspend the Member for the duration of the investigation. If this happens, the Member concerned must be notified in writing as soon as reasonable practicable of any suspension. Such suspension will be effective from the date of the notice.
- 2.11 Situations likely to be considered to be of a sufficiently serious nature for the purposes of paragraph 2.10 include:

Code of Conduct for Members and Directors

- where the Albany Theatre Trust brings legal proceedings against a Member;
- where a Member brings legal proceedings against the Albany Theatre Trust; and
- where a Member becomes subject to any criminal or civil proceedings, the nature of which could compromise his/her position as a Member.

2.12 During the period of any suspension the Member must not:

- participate in any General, Board or Committee Meetings;
- authorise or incur any expenditure on behalf of the Albany Theatre Trust;
- make use of any property belonging to the Albany Theatre Trust (other than in his/her capacity as a beneficiary);
- hold himself/herself out as a Member; or
- seek to commit the Albany Theatre Trust to any obligation
- contact the media (either directly or indirectly) in relation to the suspension or respond to any request by the media for comment.

3. Formal investigation procedure

- 3.1 The Chair of the Board, taking account of the circumstances of the complaint or allegation, shall appoint an Investigating Officer who may be a member of Board or a suitably experienced person.
- 3.2 The Investigating Officer will interview all relevant individuals and prepare a report outlining the evidence gathered through the investigation. Any Member involved in the investigation should co-operate fully with the process to enable the investigation to be completed as quickly as possible.

Code of Conduct for Members and Directors

- 3.3 Any investigation carried out by the Chair of the Board or the Investigating Officer will be confidential. Members (including the one against whom the allegation or complaint has been made) must not divulge any information regarding the investigation to any third party without the approval of the Chair of the Board or Investigating Officer.
- 3.4 The investigation report produced by the Investigating Officer should give detailed information about the facts identified, the people interviewed and particularly where there are different versions of events. The Investigating Officer should always interview the Member about whom the complaint or allegation has been made unless he or she is not willing to co-operate.
- 3.5 The Chair of the Board will appoint a Conduct Panel to review the investigation. The Conduct Panel should normally comprise three independent directors. The Chair of the Board will not normally be part of the Conduct Panel in order to remain impartial.
- 3.6 The Conduct Panel may be assisted by an Independent Adviser to advise on proper process and protocol, assist in considering the issues and the range of potential and appropriate outcomes. The Independent Adviser could be a suitably experienced independent person.
- 3.7 The final version of the Investigating Officer's investigation report should be sent to the Conduct Panel and the relevant Member at least five working days in advance of any Panel hearing. Depending on the circumstances, the Member should normally have an opportunity to put their reply to the investigation report in writing to the Conduct Panel and submit it in advance of any Panel hearing. Alternatively, the Member will be given the opportunity to make his or her response verbally when the Panel hearing takes place.
- 3.8 The Conduct Panel will meet to review and "hear" the matter. The Investigating Officer will present the investigation report to the Panel and the Member that the complaint or allegation has been made against may also attend the meeting and present a statement in defence of any allegation or, if he or she prefers (or is unable to attend the meeting) he or she may submit a written submission in defence of the complaint or have a third party attend on their behalf.

Code of Conduct for Members and Directors

- 3.9 The Member that is the subject of the allegation or complaint may bring to the Conduct Panel hearing someone to support them. However, that person should not be another Member or employee of the Albany Theatre Trust unless the Chair of the Board permits this (in his or her sole discretion).
- 3.10 The fact of the investigation and any of the matters raised in the course of it shall be strictly confidential and the Member must ensure that his or her supporter respects the general confidentiality requirements and any specific restrictions imposed by the Conduct Panel.
- 3.11 At the Conduct Panel hearing, the Conduct Panel may question both the Investigating Officer and the Member concerned and both individuals will co-operate fully to answer any questions put to them by the Conduct Panel.
- 3.12 The Conduct Panel will seek to establish findings of fact related to the alleged incident or complaint, to determine whether, in its opinion, a breach of the Code of Conduct (or other obligation or responsibility of the Member) has occurred and if so, what action should be taken against the Member.
- 3.13 Courses of action deemed appropriate by the Conduct Panel may include one or more of:
- No further action and any suspension be lifted if the allegation or complaint is not upheld;
 - In the case of minor breach, a note placed on the Member's file confirming the outcome of the investigation which may be taken into account in dealing with any subsequent complaint;
 - A written warning issued to the Member indicating that any further breach will lead to a more serious penalty;
 - The Member be instructed to issue a formal/public apology;
 - The Member be instructed to undergo specific additional training / mentoring / coaching / development / counselling;
 - Formal censure of the Member's behaviour;

Code of Conduct for Members and Directors

- 3.14 The Conduct Panel's findings shall be communicated in writing as soon as reasonably possible and, if appropriate, verbally to the Member. The Conduct Panel's findings shall be final. The Conduct Panel's findings shall be reported to the Albany Theatre Trust's Board at its next meeting.
- 3.15 If the Conduct Panel considers that a more serious sanction should be taken as a result of the investigation, the Conduct Panel's findings shall be reported to the Albany Theatre Trust's Board at its next meeting, or at a specially convened Board meeting to hear the matter.
- 3.16 At that meeting, the Albany Theatre Trust's Board shall consider the Conduct Panel's findings and recommendation and shall decide on a suitable sanction.
- 3.17 Sanctions deemed appropriate by the Albany Theatre Trust's Board may include:
- The Member being stripped of additional responsibilities (e.g. Chair, Committee membership);
 - Removal or suspension from Committee or Committees;
 - Recommended removal of the Member from the Board (see 3.18 below); or
 - In serious cases involving possible fraud or other illegal activity, the Albany Theatre Trust's Board may recommend the matter be reported to the police or other relevant authority.
- 3.18 In the case of removal of a Member, the Albany Theatre Trust's Board will consider the Conduct Panel's finding and recommendations and shall either decide:
- to remove the Member from office as a Board Member or member based on a vote in favour by 75% of the directors from time to time; or
 - if a majority of 75% has not been achieved, to refer the matter back to the Conduct Panel for them to re-consider the proposed sanction.

The Board Member concerned is to be excluded both from voting and for the purpose of calculating the 75% majority.

Code of Conduct for Members and Directors

- 3.19 The Member about whom the complaint or allegation was made will be given the opportunity to make representations in writing and/or in person to the Albany Theatre Trust's Board at that meeting but the proceedings at the meeting are subject to the entire discretion of the Chair of the Board.
- 3.20 Following the Board Meeting, the Chair of the Board will notify the decision of the Board in writing to the director concerned as soon as reasonably possible.
- 3.21 If the Board decides to remove the director such removal will be deemed to take effect from the date upon which written notice of the Albany Theatre Trust's Board's decision is given to the director.