Imperial College Union
Board of Trustees / 16 September 2026

ICU Trustee Code of Conduct

Author: Clem Jones (Governance & Executive Manager)

Purpose: To re-propose the Code of Conduct that all ICU Trustees agree to abide by

Decision: To approve

1. Introduction

It is recommended practice in the Charity Governance Code that all Boards of Trustees have a code of conduct. The ICU Board of Trustees introduced one in July 2023. The ICU Trustee Code of Conduct has been reproduced as an appendix below. It aims to codify the expected conduct and performance of all Trustees.

2. Relevant Imperial College London codes

Imperial has a Student Code of Conduct which is the standard of discipline applied to ICU member conduct / member discipline (under Bye-Law H). It therefore also applies to student members of Board.

3. Recommendations

It is recommended that:

- The Code of Conduct is signed by all Trustees at the beginning of each academic year (the first meeting in September each year). Those absent will be emailed the code.
- The Code continues to be reviewed by the Board every three years.

Board is invited to discuss and agree to the above recommendations.

Appendix 1: Code of Conduct

Imperial College Union
Board of Trustees / Code of Conduct

Date of last approval: September 2026

General

Trustees must:

- Act within the Union's Constitution, Bye-Laws, policies, and ensure that the Union complies with all applicable laws.

- Act in accordance with the Nolan Principles of Public Life and exercise good judgement which may include seeking professional advice on appropriate matters on which Trustees do not have relevant expertise.
- Act in the best interests of the Union at all times.
- Understand and perform their roles and responsibilities to the best of their abilities at all times.
- Be prepared to provide adequate time and commitment as required to fulfil the role of Union Trustee, adequately preparing for meetings and participating in committees and events when required.
- Claim for out-of-pocket expenses in accordance with agreed procedures.
- Promote equality, diversity, and inclusion, and not discriminate against any person irrespective of any personal characteristics.

Independence

Trustees must:

- Act independently, particularly in relation to assets, property, legal and regulatory obligations.
- Conduct themselves with integrity and in a manner which does not damage or undermine the reputation of the Union or its volunteers and employees. More specifically, Trustees:
    - Should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their duties, and;
    - Must avoid actual impropriety and any appearance of improper behaviour.
- Not act to gain financial or other benefits for themselves or for any persons connected to them such as their family, their friends, or any organisation that they own, manage, or work for.
- Not accept gifts and hospitality over £20 given as a result of their position as a Trustee and actively avoid accepting gifts and hospitality that might reasonably be thought to influence them in carrying out their role as Union Trustee.

Board Meetings

Trustees should:

- Aim to attend all meetings as required, contribute appropriately and effectively, and avoid dominating the contributions of others.
- Respect the authority of the Chair of the Board and the Chair of any meeting.
- Bring a fair and open-minded view to all discussions of the Board, maintain a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the best interests of the Union.

- Ensure their contributions are informed and impartial when presenting views on topics in meetings while listening to and respecting the input and experience of other Trustees.

Volunteers/Employees within the Union

Trustees should:

- Aim to support volunteers and employees in carrying out their duties and always, in terms of their conduct, serve as an example of how everyone in the organisation should conduct themselves to reflect the values of the Union.
- Work considerately and fairly with everyone in a way that respects diversity, different roles and boundaries and avoids giving offence.
- Accept and respect the difference in roles between the Board on the one hand and volunteers and any employees on the other, ensuring that the Board, volunteers and any employees work effectively and cohesively for the benefit of the Union and develop a mutually supportive and loyal relationship by:
    - Respecting management arrangements and avoiding any actions that might undermine such arrangements, and;
    - Not interfering in the performance by volunteers or employees of duties delegated to them within the Union while ensuring that volunteers and any employees working for the Union are held to account through their managers, as appropriate.

Confidentiality

Trustees should:

- Promote and preserve the obligations of confidentiality about sensitive Board matters. However, the requirement for confidentiality may not apply if it becomes necessary for the Trustee to inform the Charity Commission or any other relevant statutory body about any matter which could threaten the future of the Union or could represent a breach of any law with which the Union is required to comply.
- Not, unless an elected Officer, make public comment about the Union without the prior knowledge and approval of the Board whether as a Trustee or as an individual. Elected officers should not comment on Board actions without agreement from the Board.

Governance

Trustees should:

- Actively contribute towards improving the governance of the Board of Trustees, participating in induction and training and sharing ideas for improvement with the Board. ▪ Help to identify suitable candidates for Trusteeship at the Union

Conflict of Interests

Trustees should:

- Declare any ongoing interests to be registered at the earliest opportunity.
- Notify the Clerk to the Board of Trustees should any new, ongoing, interest arises, so that the register may be updated.
- Abide by the process laid out in Bye-Law B for conflict of interest regarding individual matters.

Where a Trustee is found to be in breach of the standards outlined by the Board in its Code of Conduct they will be asked to meet with the Chair of the Board to assess their suitability for the role. Consistent breach of the Code of Conduct by a Trustee may result in the Trustee being asked to resign or their tenure being terminated through the processes laid out in Bye-Law B.

The Board of Trustees should review this Code of Conduct for Trustees at three-year intervals or as appropriate.

By signing this document and accepting the role of a Trustee of Imperial College Union, Trustees agree to the responsibilities laid out in this Code of Conduct.

Signed . . . . . .

Name . . . . . .

Date . . . . . .