

## **Code of Conduct for Trustees of the Edinburgh Festival Fringe Society Ltd**

I will respect and uphold the mission statement and ambitions of the Edinburgh Festival Fringe Society as laid out in the Business Plan, and copied below.

### **Mission Statement**

The Edinburgh Festival Fringe Society Ltd is the company that organises the structure that underpins the Edinburgh Festival Fringe and fundamentally exists to:

- advise, support and encourage all participants at the Festival Fringe
- provide comprehensive information services, including ticketing to its participants and the public
- promote the entire Fringe as a festival in the context of Edinburgh and other festivals whilst maintaining a sustainable business through fundraising and commercial activities.

### **Our Ambition**

The ambition of the Fringe Society is that the Edinburgh Festival Fringe:

- Continues its pre-eminent status as the largest and most significant open access arts festival in the world.
- Protects and enhances the reputation of Edinburgh as the premier festival city in the world.
- Continues to be a significant force in the development of entertainment and culture in Britain.
- Provides stakeholders eg. key staff members and participants with access to appropriate levels of education, development, training and motivation in order to achieve the above.

We recognise that it is included in this ambition that we:

- Play a crucial role in working collaboratively with the other Edinburgh festivals, through Festivals Edinburgh to continue building the pre-eminence of Edinburgh as THE global Festival City.
- Recognise the value of Fringe as a place where many of the participants have come to initiate or develop their professional careers.
- Provide the environment where relationships are developed between performers and venues and audiences and producers and buyers in the arts world and media and the hosts (the city and people of Edinburgh).
- Aim to match the needs, hopes and aspirations of all these to form mutually beneficial and lasting relationships.
- Recognise and welcome that the Edinburgh Festival is there for the participation and benefit of amateurs and professionals, emerging and established talent.
- Believe in encouraging diversity in all participants and audiences.
- See the city and people of Edinburgh and the country of Scotland as essential to both the character and success of the Edinburgh Festival Fringe.

### **General Responsibilities of Trustees**

- I will act within the Memorandum and Articles of Association of Edinburgh Festival Fringe Society Ltd and the law, and abide by the policies and procedures of the organisation. This includes having a sound knowledge of the contents of the Memorandum and Articles of Association and relevant policies, plans and procedures.
- I will support the mission and aims of the Fringe Society, championing it, using any skills or knowledge I have to further that mission and seeking expert advice where appropriate.
- I will help to set and maintain the Fringe Society's values and standards.
- I will be an active trustee, making my skills, experience and knowledge available to the Edinburgh Festival Fringe Society Ltd, and seek to do what additional work I can outside Board meetings, including sitting on subcommittees and working groups. I will make sure that I am able to commit sufficient time to ensure that I am an effective member of the Board.
- I will respect organisational, Board and individual confidentiality, while never using confidentiality as an excuse not to disclose matters that should be transparent and open.
- I will develop and maintain a sound and up-to-date knowledge of the Fringe Society, its financial, risk and business planning and its environment. This will include having an understanding of how the Society functions, the social, political and economic environment in which it operates, attending performances at the Edinburgh Festival Fringe, scrutinising its goals and objectives, monitoring the reporting of performance and progress and understanding the nature and extent of its work.
- I will use the Fringe Society's resources responsibly, and when claiming expenses will do so in line with the Society's procedures.
- I will seek to be accountable for my actions as a trustee of the Fringe Society and will submit myself to whatever scrutiny is appropriate.
- I accept my responsibility to ensure that the Fringe Society is well run and will raise issues and questions in an appropriate and sensitive way to ensure that this is the case.

### **Managing Interests**

- I will not gain, materially or financially, from my involvement with the Edinburgh Festival Fringe Society unless specifically authorised to do so by the Board, nor gain benefits for family, friends or other organisations to which I belong.
- I will act in the best interests of the Fringe Society as a whole, and not as a representative of any group – considering what is best for the Society and its present and future beneficiaries and stakeholders and avoiding bringing the Society into disrepute.
- Unless authorised, I will not put myself in a position where my personal interests conflict with my duty to act in the interests of the organisation. Where there is a conflict of interest I will ensure that this is managed effectively in line with the Society's policy. I understand that a failure to declare a conflict of interest may be considered to be a breach of this code.
- I will inform the Company Secretary of any changes to the list of organisations of which I have Board level membership or where I have responsibilities which may be seen to conflict with my role as a trustee of the Edinburgh Festival Fringe Society.
- I will inform the Chair if I accept appointments to other organisations.

### **Meetings**

- I recognise that as a Trustee it is mandatory to attend all appropriate meetings and other appointments at the Fringe Society or give apologies. If I cannot regularly attend meetings I will discuss this with the Chair and consider whether there are other ways I can engage with the Society's work.

- I will prepare fully for all meetings and work for the organisation. This will include reading papers, querying anything I do not understand, thinking through issues before meetings and completing any tasks assigned to me in the agreed time.
- I will actively engage in discussion, debate and voting in meetings; contributing in a considered and constructive way, listening carefully, challenging sensitively and avoiding conflict.
- I will participate in collective decision making, accept a majority decision of the Board and will not act individually unless specifically authorised to do so.
- Where I am a member of a standing subcommittee or working group, I will take all reasonable steps to ensure that other Board members are kept fully up to date with information upon which decisions may be taken.
- I will take joint responsibility for decisions taken, including those determined by a nominated subcommittee and working groups and recognise that I am accountable to stakeholders. I will submit to whatever scrutiny is appropriate.

### **Governance**

- I understand the difference between governance and general company operations (in normal circumstances).
- I will actively contribute towards improving the governance of the Board, participating in induction and training and sharing ideas for improvement with the Board.
- I will help to manage the Society with care, diligence and skill, taking professional advice where appropriate. I understand that I am not expected to possess expertise other than that which might reasonably be expected of me.

### **Relations with others**

- I will endeavour to work considerately and respectfully with all those I come into contact with at the Society. I will respect diversity, different roles and boundaries, and will avoid giving intentional offence.
- I recognise that the roles of Trustees, volunteers and staff of the Society are different, and I will seek to understand and respect the difference between these roles.
- I will seek to support and encourage all those I come into contact with at the Society. In particular I recognise my responsibility to support the chair, the chief executive and the senior management team.
- I will not make public comments about the organisation unless authorised to do so. Any public comments I make about the Edinburgh Festival Fringe Society will be considered and in line with organisational policy, whether I make them as an individual or as a Trustee.

### **Leaving the Board**

- I understand that substantial breach of any part of this code may result in procedures being put in motion that may result in my being asked to resign from the Board. Should this happen I will be given the opportunity to be heard.
- If I wish to cease being a Trustee of the Festival Fringe Society at any time, I will inform the chair in advance in writing, stating my reasons for leaving and will agree to participate in a recorded exit interview.

Signed \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

## NOTES

### For Trustees:

This Code has been written in accordance with the OSCR, "Guidance for Charity Trustees", SAC, "Care Diligence and Skill" and The Trustee Network, "Codes of Conduct for Trustees". The purpose of this Code of Conduct is to ensure consistent application of the values and ethos of the Society and sets out the relevant standards and commitments expected of all Board Members.

### For Prospective Trustees:

All new Board members will be provided with information about expectations of them regarding time commitment, committee membership and involvement outside Board meetings, together with copies of relevant policy documents, SAC 'Care, Diligence and Skill' handbook and the business plan. Opportunities will be provided to speak to an existing Trustee.

### For the Edinburgh Festival Fringe Society executive:

The Society's executive will:

- Provide the Board with timely and relevant information in order to allow the Board to govern well.
- Provide the Board with advice when necessary, ensuring that external professional advisors are available as and when needed.
- Work in partnership with the Board to ensure that it fulfils all its statutory and legal responsibilities.
- Invest time, money and other resources in order to help support and further develop good governance.
- Provide the Board with the necessary administrative and other support that it will need to govern well, including its development needs.
- Reimburse Board members' out-of-pocket expenses incurred in the course of their duties as members of the Board. Board members may waive all or part of these if they so choose. Such expenses will be in line with Board and Edinburgh Festival Fringe Society's policy.