

Code of conduct for trustees of the Edinburgh Festival Fringe Society

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.

1. Mission Statement

1.1 The Edinburgh Festival Fringe Society Ltd (EFFS) 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 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 fund-raising and commercial activities.

2. Our Ambition

The ambition of EFFS is that the Edinburgh Festival Fringe:

- continues its pre-eminent status as the largest and most significant open access arts festival in the world.
- protecting and enhancing the reputation of Edinburgh as the premiere festival city in the world.
- continue to be a significant force in the development of entertainment and culture in Britain.
- EFFS will provide stakeholders e.g. key staff members and participants with access to appropriate levels of education, development, training and motivation to achieve the above.

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

- 2.1.1 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 Festivals' City.
- 2.1.2 recognise the value of Fringe as a place where many of the participants have come to initiate or develop their professional careers.
- 2.1.3 provide the environment where relationships are developed between Performers and Venues and Audience and Producers and Buyers in the Arts world and Media and the Hosts (the city and people of Edinburgh).
- 2.1.4 aim to match the needs, hopes and aspirations of all these to form mutually beneficial and lasting relationships.
- 2.1.5 recognise and welcome that the Edinburgh Festival Fringe is there for the participation and benefit of amateurs and professionals, emerging and established talent.
- 2.1.6 believe in encouraging diversity in all participants and audiences.
- 2.1.7 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.

3. General Responsibilities of Trustees

- 3.1 I will act within the Memorandum and Articles of Association of the 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.
- 3.2 I will support the mission and aims of the Edinburgh Festival Fringe Society, championing it, using any skills or knowledge I have, to further that mission and seeking expert advice where appropriate.
- 3.3 I will help to set and maintain the Edinburgh Festival Fringe Society's values and standards.
- 3.4 I understand that information made available to me will only pertain to the fulfilment of my duties as a trustee.
- 3.5 I will be an active trustee, making my skills, experience and knowledge available to the Edinburgh Festival Fringe Society, and seek to do what additional work I can outside Board meetings, including sitting on sub-committees 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.
- 3.6 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. This means I will ensure the operational and commercial confidentiality of the Edinburgh Festival Fringe Society is maintained, while ensuring there is clear rationale for decision making in the best interests of the Society and the broader Fringe constituent base.
- 3.7 I understand my duty of confidentiality to external organisations (where I may be a trustee, director, employee or other related parties) will be respected, but it is my duty to notify those present that a conflict may arise from the requirement to maintain this confidentiality, and remove myself accordingly. Trustees will never be required to breach the confidentiality of a third party organisation to which they are associated.
- 3.8 I will ensure that any serious concerns about the practises or operations of any department of the Edinburgh Festival Fringe Society are brought to the attention of a relevant authority (often referred to as Whistleblowing) – this may be the Chief Executive, the Chair, OSCR, the City Council or any other regulatory body.
- 3.9 I will develop and maintain a sound and up-to-date knowledge of the Edinburgh Festival Fringe Society, its financial, risk and business planning and its environment and take active responsibility for the control of finances and business planning. This will include understanding 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.
- 3.10 I will use the Edinburgh Festival Fringe Society's resources responsibly, and when claiming expenses will do so in line with the Society's procedures.
- 3.11 I will seek to be accountable for my actions as a trustee of the Festival Fringe Society and will submit myself to whatever scrutiny is appropriate.
- 3.12 I accept my responsibility to ensure that the Edinburgh Festival Fringe Society is well run and will raise issues and questions in an appropriate and sensitive way to ensure that this is the case.
- 3.13 I will take joint responsibility for decisions taken, including those determined by a nominated sub-committee and working groups and recognise that I am accountable to stakeholders. I will submit to whatever scrutiny is appropriate.

4. Managing Interests

The Board of Trustees is, in the majority, made up of elected members, who are drawn from the constituent base of the Edinburgh Festival Fringe. This means conflicts of interest are expected and should be dealt with in accordance with this code of conduct and the standing orders of the organisation. A detailed Conflicts of Interest Policy is available for all trustees and should be read in conjunction with this Code of Conduct.

- 4.1 I will ensure I raise any conflict of interest in line with the conflict of interest policy, including where my presence in a meeting or conversation may provide me with information from which future gains may be made.
- 4.2 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 organisation to which I belong.
- 4.3 I will act in the best interests of the Society, 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.
- 4.4 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 a breach of this code and may result in my removal from the board.
- 4.5 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.
- 4.6 To ensure I can best serve the organisation, I will identify where ongoing or multiple conflicts of interest prevent me from fulfilling my duties as a trustee and seek to reduce these conflicts or resign my position as trustee.
- 4.7 I will inform the Chair if I accept appointments to other organisations.

5. Meetings

- 5.1 I recognise that as a trustee it is mandatory to attend all appropriate meetings and other appointments at the Edinburgh Festival 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. Attendance may include telephone presence at committee meetings.
- 5.2 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.
- 5.3 I will actively engage in discussion, debate and voting in meetings; contributing in a considered and constructive way, listening carefully, challenging sensitively and avoiding unnecessary conflict.
- 5.4 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.

- 5.5 Where I am a member of a standing sub-committee 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.
- 5.6 I will take joint responsibility for decisions taken, including those determined by a nominated sub-committee and working groups and recognise that I am accountable to stakeholders. I will submit to whatever scrutiny is appropriate.

6. Governance

- 6.1 I understand the difference between governance and general company operations (in normal circumstances).
- 6.2 I will actively contribute towards improving the governance of the Board, participating in induction and training and sharing ideas for improvement with the Board.
- 6.3 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.

7. Relations with others

- 7.1 I will endeavour to work considerately and respectfully with all those I encounter at the Society. I will respect diversity, different roles and boundaries, and will avoid giving intentional offence.
- 7.2 I will ensure the language, tone and style of my communication - with staff at the Society, other trustees and other stakeholders – is professional and courteous at all times.
- 7.3 I will not engage in any unacceptable behaviour towards other trustees, staff at the Society or those I come into contact with in my role as trustee. Unacceptable behaviour includes (but is not limited to); bullying, sexually improper behaviour (including use of sexually aggressive language), unwarranted and unnecessary communication (that is not required to fulfil your duties as a trustee), rude, aggressive or intimidating behaviour.
- 7.4 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.
- 7.5 I will seek to support and encourage all those I encounter at the Society. I recognise my responsibility to support the chair, the chief executive and the senior management team.
- 7.6 I will not make public comments as a trustee about the organisation unless authorised to do so. Any public comments I make about the Edinburgh Festival Fringe Society as a trustee will be considered and in line with organisational policy. This includes speaking at public meetings, such as the Annual General Meeting. Comments regarding the Edinburgh Festival Fringe shall always be attributed personally, and not aligned to my role as a trustee.

8. Leaving the Board

- 8.1 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, as detailed in the Standing Orders of the charity. Should this happen I will be given the opportunity to be heard as per the process set out in the standing orders.
- 8.2 If I wish to cease being a Board member of the Edinburgh Festival Fringe Society at any time, I will inform the chair in advance in writing, and be available for a short exit interview if required.

Signed _____

Name _____

Date _____

NOTES

For Board Members:

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 Board Members:

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 Board member.

For the Edinburgh Festival Fringe Society executive:

The Society's executive will:

- Provide the Board members with timely and relevant information 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 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 during 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.