

<b>Title:</b>	<b>Social Financing Committee Code of Conduct</b>
<b>Version:</b>	<b>1.0</b>
<b>Date:</b>	<b>June 2024</b>
<b>Reviewed:</b>	<b>June 2024</b>
<b>To be reviewed:</b>	<b>June 2025</b>
<b>Classification:</b>	<b>Public</b>

All members of the Social Financing Committee (SFC) (Trustees, External Advisors and Executive Officers) must abide by the principles and procedures set out in The Dunhill Medical Trust Conflict of Interest Policy. In addition, the following matters of conduct, specific to the business of the Committee, apply to members of the Committee.

### **1. Duties and responsibilities of the Social Financing Committee**

The main purpose of the SFC is to advise the Board on deploying and monitoring its social investment portfolio, in line with the Social Investment Policy (included within the Trust's Investment Policy Statement), within the overall context of its charitable objects, charity law and the priorities of the Board.

The Trustees have a responsibility to ensure that those who advise them are doing so objectively and acting in the best interests of the charity and are not driven (or are not perceived to be driven) by undue influences, or the expectation of personal gain.

It is expected that all members of the SFC should:

- Act within the Articles of Association of The Dunhill Medical Trust (DMT) and the law, and abide by the policies and procedures of the organisation.
- Have a good understanding of, and be sympathetic with, the aims and charitable objects of the Trust and act in accordance with these at all times.
- Act and make decisions in the best interests of the charity, and its present and future beneficiaries.
- Do their best to avoid conflicts of interest, and where they do find themselves conflicted, declare that fact and not take part in any relevant decision-making, in accordance with the conflict of interest policy.
- Accept that decision-making and governance issues should be as transparent as possible, except when confidentiality is required. Where information is of a confidential nature it must remain so outside the confines of the Committee meeting.

- Where assistance and advice are required to enable the most appropriate decision to be made, seek that assistance/advice from an appropriate source (e.g. a suitably qualified professional adviser, or the Charity Commission) and consider it carefully.
- Play an active role in Committee meetings, having spent an appropriate amount of time reading and digesting papers in preparation for the meeting.
- Aim to attend a minimum of 75% of meetings for the calendar year. Where absence from meetings is unavoidable, ensure that apologies are sent with adequate notice, providing written comments on items as required.
- Engage actively in respectful discussion, debate and voting in meetings, contributing positively, listening carefully, challenging sensitively and avoiding conflict.
- Accept the principle of collective responsibility, whereby members are jointly and severally liable for their decisions and do not act unilaterally on behalf of the charity unless specifically authorised to do so.
- Accept the principle of majority decisions and support decisions that are made on that basis.
- Work considerately and respectfully with other Committee members, DMT staff and external contacts, respecting diversity, different roles and boundaries.

## **2. Investment discussions in which members of the SFC have an interest**

- The rules in respect of conflicts of interest relating to meetings set out in the Conflicts of Interest Policy will apply where a Trustee or External Advisor of the SFC has an interest.
- It is acknowledged that Committee members may know fund managers or organisations in which investments are being considered by SFC, either in a personal or professional capacity. This should be raised as an interest, as appropriate, either at or before the relevant meeting at which the matters will arise.
- A direct interest applies where a Committee member has a relationship with an investment fund manager; an indirect interest applies where, for example, a Committee member's employer has a relationship with an investment fund manager, albeit the Committee member does not in their daily business.
- All discussions at SFC meetings relating to the Trust's investments and current, past or potential investment fund managers are strictly confidential.
- All meeting papers and related correspondence are strictly confidential and should not be discussed with, or shown to, persons outside the forum of the Committee.

## **3. Resolution of conflicts of interest**

Where an interest is declared, dependent on whether it is a direct or indirect interest, the Member may be:

- Excluded from participation in both the discussion and decision-making process;
- Allowed to comment during discussions, but be excluded from any vote/decision being made;
- Allowed to participate in discussions and the decision-making process.

In cases where a Member is uncertain whether a conflict of interest exists or not, they should report this to the Chief Executive, who will in turn discuss the matter with the Chair of the SFC, and a decision will be taken based on the provisions set out above.

If a Member is concerned about a possible conflict of interest involving another Member of the SFC, they should raise the matter with either the Chief Executive or the Chair of the SFC, who will deal with the matter in line with the points above.

#### **4. Responsibilities in respect of information security and data protection**

The Dunhill Medical Trust provides policy statements and guidance for staff, Trustees and Committee Members in relation to compliance with relevant legislation to help prevent breaches of the DMT's legal obligations. However, individuals are ultimately responsible for ensuring that they do not breach legal requirements during the course of their work and/or association with the Trust.

Users of the Trust's network services are individually responsible for their activity and must be aware of the relevant legal requirements when using such services.

The Trust must comply with all relevant legal requirements whether such requirements are detailed in internal policies or not. Any suspected breach of the DMT's legal requirements must be reported to the Chief Executive.

Committee Members must familiarise themselves with the Trust's Information Security policy, related sub policies and its policy on Data Protection.

Briefing documents, policy documents and papers relating to Committee meetings are routinely made available via the secure area of the Trust's website. Committee members should avoid downloading papers and other material onto personal devices, external hard drives or print them in hard copy. It is acknowledged, however, that sometimes it is necessary or practical to do so. In those circumstances, Members should ensure they comply with the terms of the Information Security policy on Mobile Computing and Remote Working, ensuring that they retain the information for no longer than is necessary for

carrying out the task and ensure that copies are destroyed securely in the manner set out in the Information Handling policy.

Members should exercise particular care in transmitting personal data by email. Email is, by its nature, not particularly secure, therefore anything with personal data content should be sent via a password-protected attachment, unless end to end encryption is used, with the password sent under separate cover.

On resignation or completion of their terms of office, Members should ensure that all Trust-related documents and email correspondence are deleted from their personal devices or returned to the Head of Communities and Governance for secure destruction.