



STRUCTURE & CODE OF CONDUCT

Background

The object of the Charity is the promotion of research in to the treatment of burns and wounds. Restore supports pioneering research. The emphasis of the research is rooted in the challenges faced by medical staff working with patients in plastic surgery units.

Restore relies heavily on, and is greatly appreciative of, the goodwill and willingness of those members of the medical and scientific community who give generously of their time to act as advisors and participate in its processes by sitting on its various committees and peer review panels.

Restore aims to ensure that it receives expert and appropriate advice in research matters and that it sets an appropriate research strategy that enables the charity to meet its primary objectives. It also aims to ensure that research proposals are assessed objectively and impartially.

Restore's structure comprises:

- The Board of Trustees
- The Scientific Advisory Committee
- Internal Review Panel;
- External Reviewers
- The Officers & Staff
- The Patron & Vice Patrons (which are largely honorary, supportive positions)

A diagram of Restore's structure is set out in an attachment to this document

As part of its commitment to impartiality and the integrity of the peer review and advisory processes, Restore has set down a Code of Conduct & a Conflicts of Interest Policy for its trustees, officers, staff and the members of the Scientific Advisory Committee and the peer review panels. The purpose of both documents is to protect and preserve the integrity of its committee and panel members, advisors, staff and its processes.

If Restore has reason to believe that a trustee, officer or member of a committee or panel has breached this Code of Conduct or the Conflicts of Interest Policy , then he or she may be

asked to step down from the committee or panel or their position in the charity, as appropriate.



CODE OF CONDUCT

General

1. Trustees should familiarise themselves with the Nolan Principles and act in accordance with them.
2. Trustees must have a good understanding of and be sympathetic with the aims and objects of the charity and act in accordance with the governing document at all times.
3. Trustees must act with probity, due prudence and should take and consider professional advice on anything in which the trustees do not have expertise themselves.
4. Trustees must administer Restore and all its assets in the interest of current, potential and future beneficiaries.
5. Trustees should hold themselves accountable to Restore's stakeholders including the public for the Board's decisions, the performance of the Board and the performance of Restore.
6. Trustees should do their best to avoid conflicts of interest and where they do find themselves conflicted should declare that fact and not take part in any relevant decision making in accordance with the Conflicts of Interest Policy.
7. Except where legally authorised, trustees must not gain financial or other material benefit for themselves, their families or their friends from their trusteeship of the charity. Trustees should submit any claims for reasonable travel and out-of-pocket expenses to the Hon Treasurer and should not incur any expenses in excess of £500 without due authorisation by the Board of Trustees.
8. Trustees must not place themselves under any financial or other obligation to outside organisations that might influence them in the performance of their official duties.
9. Trustees should conduct themselves in a manner which does not damage or undermine the reputation of Restore or its staff individually or collectively and should not take part in any activity which is in conflict with the objects or which might damage the reputation of Restore.
10. Trustees must make decisions together and take joint responsibility for them. The extent to which any one trustee or small group of trustees is empowered to speak for or take action on behalf of Restore or the Board must be a matter for all trustees to decide together. Such decisions must be recorded.

Responsibilities

11. Trustees must formulate and review regularly Restore's vision, values, and long-term strategy as well as policies for its fulfilment.
12. With the assistance of appropriate professional advisers, Trustees must ensure that Restore complies with regulatory and statutory requirements and must exercise overall control over Restore's financial affairs. In addition to compliance with statutory requirements, Trustees should have a commitment to the development and implementation of good practice.
13. Trustees must be familiar with and keep under regular review the rules and constitution of Restore. Any changes must be made in accordance with constitutional and legal requirements.

Meetings of the Board of Trustees

14. The Board should meet at least three times a calendar year. A quorum is a minimum of two Trustees and the Clerk.
15. Meetings by conference call are permitted.
16. Trustees must strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively.
17. Trustees should bring a fair and open-minded view to all discussions of the Board and should ensure that all decisions are made in the charity's best interests.
18. Trustees must aim to foresee and avoid any conflict of interest. Where one arises, a trustee must at once declare the interest and absent him/herself from any discussion or vote taken on the matter by the other trustees in accordance with the Conflicts of Interest Policy.
19. Confidential information or material (relating to users, beneficiaries, members, staff, commercial business etc.) provided to or discussed at a Board meeting must remain confidential and within the confines of the Board and must not be discussed outside the trustee body.
20. Trustees have a responsibility to develop and ensure the maintenance of a properly constituted, balanced and competent Board, including clear procedures for selection, election, training, retirement and if necessary, removal of trustees and to ensure arrangements are followed for recruiting the Chair, Vice Chair and other honorary officers.
21. Trustees serve for a term of four years from initial appointment and must offer themselves for re-election at the end of that term. Each further term should be for not more than four years. For the purposes of this clause (and to avoid any requirement for mass retirement) as at this date:
 - Mr Anthony Roberts will be deemed to have been elected on 31 December 2008
 - Mr Michael Constant will be deemed to have been elected on 31 December 2009
 - Mr Kenneth Cooper will be deemed to have been elected on 31 December 2008
 - Lord Calum Graham will be deemed to have been elected on 31 August 2010
 - Professor Duncan McGrouther will be deemed to have been elected on 31 December 2009
 - Mr James Naylor will be deemed to have been elected on 31 December 2009
 - Mrs Amanda Nicholson will be deemed to have been elected on 31 December 2008
 - Dr Sally Rider will be deemed to have been elected on 30 September 2010
22. The Chair, Vice Chair and other honorary officers serve for a term of four years and may offer themselves for re-election at the end of that term but may not serve more than two consecutive terms except for the Clerk to the Trustees.
23. Potential Trustees may be selected by any Trustee who should propose them to the Board for election.

24. Trustees should endeavour to keep current with charitable practice and should seek training if necessary.
25. Trustees may be removed by a majority vote of the remaining Trustees.
26. Trustees may retire when they reach the age of 75 but are not obliged to do so.
27. Restore's staff should attend all meetings of the Trustees to report to, consult with and take direction from the Board.

Meetings of the Scientific Advisory Committee (SAC)

28. The Scientific Advisory Committee should meet at least once a calendar year. A quorum is a minimum of two SAC Members and the Chairman.
29. Meetings by conference call are permitted. All meetings of the SAC should be minuted.
30. SAC Members must strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively.
31. The Directors of Clinical Studies and Research should attend all meetings of the SAC to report to and consult with the SAC.
32. SAC Members should bring a fair and open-minded view to all discussions of the SAC and should ensure that all decisions are made in the charity's best interests.
33. SAC Members must aim to foresee and avoid any conflict of interest. Where one arises, a Member must at once declare the interest and absent him/herself from any discussion or decision taken on the matter by the other SAC Members in accordance with the Conflicts of Interest Policy.
34. Confidential information or material (relating to users, beneficiaries, members, staff, commercial business etc.) provided to or discussed at a SAC meeting must remain confidential and within the confines of the SAC and must not be discussed outside the SAC.
35. SAC Members have a responsibility to develop and ensure the maintenance of a properly constituted, balanced and competent SAC, including clear procedures for selection, election, retirement and if necessary, removal of SAC Members and to ensure arrangements are followed for recruiting the Chair and peer review panel members.
36. SAC Members serve for a term of four years from initial appointment and must offer themselves for re-election at the end of that term. Each further term should be for not more than four years. For the purposes of this clause (and to avoid any requirement for mass retirement) as at this date:
 - Mr Anthony Roberts will be deemed to have been elected on 31 December 2008
 - Professor Sir Peter Morris will be deemed to have been elected on 31 December 2009
 - Mr Jonathan Pleat will be deemed to have been elected on 31 August 2010
 - Professor Michael Waring will be deemed to have been elected on 31 December 2009
 - Professor Adrian Harris will be deemed to have been elected on 31 December 2009
 - Professor Suzanne Watt will be deemed to have been elected on 31 August 2010
37. The Internal Peer Review panel (IPR) is a sub-committee of the SAC. The IPR review processes are contained in the Grant Awards and Peer Review Processes document. IPR members will serve for an initial period of [four] years before rotation but with an opportunity to offer themselves for re-election for a further [two] year term.
38. The Chair and other honorary officers serve for a term of four years and may offer themselves for re-election at the end of that term but may not serve more than four consecutive terms.
39. Potential SAC Members may be selected by any SAC Member who should consult with the Chairman before proposing them for election.
40. SAC Members may be removed by a majority vote of the remaining SAC Members.
41. SAC Members may retire when they reach the age of 80 but are not obliged to do so.
- 42. Advisors, Officers & Staff**
43. Trustees must ensure there is a clear understanding of the scope of authority delegated to any officers or staff whether full or part-time.
44. Policies and strategies agreed by trustees should be expressed in unambiguous and practical terms, so that those responsible for implementing those policies are clear as to

what they need to do. Directions given to the staff should come from the Board of Trustees as a whole.

45. Restore officers and staff are part -time or voluntary. To the extent that any employment relationships should arise, trustees should act fairly and in accordance with good employment and equal opportunities principles in making decisions affecting the appointment, recruitment, professional development, appraisal, remuneration and discipline of staff.
46. Trustees must understand, accept and respect the difference in roles between the Board and the senior staff, ensuring that the honorary officers, the Board and the senior team work effectively and cohesively for the benefit of Restore, and develop a mutually supportive and loyal relationship.
47. Restore's advisors, officers and staff include:
 - the Chair of the Board of Trustees;
 - the Trustees;
 - the Scientific Advisory Committee which advises the Trustees on scientific and medical matters.
 - The Internal Peer Review Panel which is a sub-committee of the SAC;
 - The External Reviewers;
 - the Director of Clinical Studies who is not a trustee but an advisor to the Charity and responsible, inter alia, for the supervision of Research Fellows' clinical studies and practice;
 - the Director(s) of Research who is not a trustee but an advisor to the Charity and responsible, inter alia, for the supervision of Research Fellows' research and the design, proposal and implementation of our research strategy and projects;
 - the Research Fellows who are selected to carry out the research projects;
 - the Clerk to the Trustees who is responsible for the non-financial administration of the charity;
 - the Honorary Treasurer who is responsible for the financial administration and accounting of the charity;
 - the Communications & Marketing Officer who is responsible for communication and marketing;
 - the Governance & Grants Officer who is responsible for the governance and the charity, membership of associations and grant applications;
 - other officers and staff as agreed and appointed by the Trustees; and
 - our Patron & Vice Patrons which are largely honorary and supportive positions

APPENDIX 1 STRUCTURAL DIAGRAM OF THE GOVERNANCE OF RESTORE

