

Board Member Code of Conduct

May 2018

Purpose and Scope:

<p>The Board has responsibility for all actions carried out by its staff and Board members. This includes responsibility for large sums of public and private money and the housing of large numbers of people.</p>

<p>Therefore, the Board is determined that the conduct of staff and Board members should give our tenants and leaseholders, other customers and funders confidence so that, as representatives of Tai Calon, we all show integrity, our actions are transparent, and at all times our professionalism allows us to avoid any suggestion of influence by improper motives.</p>

Responsibility (Manager/Team):

Director of Resources

Chief Executive/Director Approval:

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Board Approval Date:**Review Date:**

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Reference Documents:

Housing Act 1996; Conduct and Probity Policy; Governance Framework; Whistle-blowing Policy
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CODE OF CONDUCT FOR BOARD MEMBERS

Why do we need a Code of Conduct?

The Board has responsibility for all actions carried out by its staff and Board members. This includes responsibility for large sums of public and private money and the housing of large numbers of people. Therefore, the Board is determined that the conduct of staff and Board members should give our tenants and leaseholders, other customers and funders confidence so that, as representatives of Tai Calon, we all show integrity, our actions are transparent, and at all times our professionalism allows us to avoid any suggestion of influence by improper motives.

This Code of Conduct includes the legal requirements contained in the Housing Act 1996. Board members are expected to uphold the spirit as well as the wording of this Code of Conduct and to disclose any circumstances where they may have an actual or potential dual interest.

The Code of Conduct

1. General Principles

- 1.1 You must fulfil your duties and obligations responsibly, acting at all times in good faith and in the best interests of Tai Calon, its tenants and other service users.
- 1.2 You must comply with the law, your terms of appointment and Tai Calon's policies and procedures relating to your role.
- 1.3 You must not conduct yourself in a manner which could reasonably be regarded as bringing Tai Calon into disrepute. This includes membership of, or participation in, activities organised by groups or organisations whose values are inconsistent with Tai Calon's (for instance, racist organisations) which could create reasonable doubt in your ability to comply with Tai Calon's values and this code.
- 1.4 You must not bring Tai Calon's name into disrepute or affect its integrity by your actions or words, either within the organisation or outside. This includes the use of, or entries on, social networking sites (such as Facebook, Twitter, YouTube and others).

This includes making derogatory comments about Tai Calon, its tenants or other service users, partners or services, either in person or in writing or via any web-based media such as a personal blog or other site. This also applies if you do not name Tai Calon but where its identity can reasonably be inferred, or where you use a pseudonym but your identity can reasonably be inferred.

If you have a genuine concern about possible wrongdoing, you must report it to the appropriate person in line with the Whistle blowing Policy.

- 1.5 You must not act in a way that unjustifiably favours or discriminates against particular individuals, groups or interests.
- 1.6 You must respect the appropriate channels for handling tenancy and service provision issues. You must not act outside Tai Calon's established procedures in any matter concerning any tenant or other service user.
- 1.7 You must not misuse your position, for example, by using information acquired in the course of your duties for your private interests or those of others.
- 1.8 You must respect the principle of collective decision-making and corporate responsibility. This means that once the Board has made a decision you must support that decision.
- 1.9 You must not engage in any political or campaigning activity that might compromise the position of Tai Calon. Board members intending to stand for political office must discuss the matter with the Chair and/or Chief Executive.
- 1.10 If you take up new employment or appointments during your term of office on the Board, you must make any necessary declaration of interest. Any such work or position must not interfere with your role as a board member.

2. When does this Code apply?

- 2.1 This Code applies at meetings of the Board and any committee of the Board.
- 2.2 This Code also applies whenever a Board member is representing the Board or the organisation or is participating in any Members meeting or meeting with staff.
- 2.3 This Code applies whenever a Board member is dealing with a member of staff even if not doing so in the capacity of a Board member.
- 2.4 The obligation not to bring Tai Calon into disrepute and to support Board decisions, applies to Board members at all times.

3. Equality and Respect

- 3.1 Board members must:
 - a. Comply with the law and Tai Calon's policies and procedures relating to equality and diversity.
 - b. Carry out their responsibilities in accordance with the principle that there should be equality of opportunity for all people, regardless of their gender, race, disability, sexual orientation, age or religion.
 - c. Show respect and consideration for others including staff of the organisation and other Board members and
 - d. You must not harass, bully or attempt to intimidate any person. Tai Calon's policies give further guidance.
- 3.2 Board members may legitimately represent tenants, leaseholders and communities in their dealings with the organisation, but they should do so via the appropriate channels and ensure that:
 - a. Do not misuse their status as Board members to exert or seek to exert any special influence over staff.
 - b. Do not seek any special priority or benefit for those they represent which differs from the service that other members of the public will receive from the organisation.
 - c. Do not raise these issues at Board or committee meetings but should pursue them through the Partnership Pledge process.

4. Confidentiality

- 4.1 You must handle information in accordance with the law and Tai Calon's policies and procedures.
- 4.2 You must comply with the provisions of the General Data Protection Regulation and any successor legislation which governs the protection of personal data. All personal data held about tenants and other service users, employees and others, whether on paper or electronically is subject to the provisions of the Act. Tai Calon's policies and procedures give further guidance.
- 4.3 You must not disclose without authority any confidential business information. This duty continues to apply even after you cease to be a Board member.
- 4.4 You must not, without permission, pass or distribute to the press or media or to any other external recipient(s) information or material relating to Tai Calon.
- 4.5 You must store and/or dispose of information about Tai Calon securely. Papers can be passed to the Governance Officer for confidential shredding.
- 4.6 In your capacity as a Board member you must not, without prior authority:
 - a. Appear to represent the view or position of Tai Calon
 - b. Write letters to the press or other recipient(s)
 - c. Write media articles, blog posts or tweets etc about Tai Calon and its activities
 - d. Make comments or statements to the media – if approached you must pass the enquiry to the appropriate person.
- 4.7 You must not prevent another person from gaining access to information to which they are entitled by law.

5. Protecting the reputation of the organisation and the Board

- 5.1 Board members must not behave in a manner which could be reasonably regarded as bringing the organisation into disrepute.

- 5.2 Outside Board meetings, in their public and private dealings with others, Board members should support and must not undermine the decisions of the Board. The appropriate place to discuss concerns about any Board decision is at a Board meeting. This paragraph does not prevent Board members reporting any breach of legal or regulatory requirements to the appropriate regulatory body if their concerns are not adequately addressed with Tai Calon.
- 5.3 Board members must report to the Chair of the Board or the Chief Executive or the Company Secretary any improper or illegal conduct by a member of the Board or by a member of staff or contractor of Tai Calon of which they are or become aware, including any breach of this code by a Board member.

6. Proper use of resources

- 6.1 You must not misuse Tai Calon's funds or resources.
- 6.2 You must comply with Tai Calon's policies and procedures relating to the use of its funds and resources. 'Resources' includes staff, information, telephone, computer and other IT facilities, equipment, stationery and transport.
- 6.3 You must comply with Tai Calon's policies and procedures relating to the acceptable or unacceptable use of email, intranet and internet services when using equipment provided by Tai Calon. Amongst other things, these policies and procedures prohibit access to pornographic or racist material, and the use of unauthorised or unlicensed software.
- 6.4 You must claim reimbursement only for expenditure that was properly and reasonably incurred in carrying out Tai Calon's business. You must ensure that any expenses claim you make is accurate and complies with Tai Calon's policies and procedures.

7. Objectivity

- 7.1 When reaching decisions, Board members must:
- a. Reach decisions on the basis of merits;

- b. Take account of advice from the Chief Executive and other senior managers, Company Secretary and professional advisers where appropriate.

8. Bribery, Gifts and Hospitality

- 8.1 Board members must not accept from anyone gifts, hospitality (other than official hospitality, such as a reception or working lunch), material benefits or services for themselves or any other person which would, or might reasonably appear to, place them under an improper obligation.
- 8.2 Provided the previous paragraph does not apply, modest gifts for office use such as calendars, pens or diaries may be accepted by Board members in accordance with the Board's policy including gifts of a promotional nature. No gifts of money should ever be accepted. Advice should be obtained from the Chief Executive before accepting any gift or hospitality valued at other £10 and if accepted these must be notified to the Secretary and will be included in a public register.
- 8.3 Board members must report to the Chief Executive if any offers of favour, discounts or inducements are offered to them by any firm which is or may in future seek business from Tai Calon.

9. Disclosure of Interests

- 9.1 Board members have an interest that must be disclosed where they or a close relative or someone to whom they are closely connected could potentially receive a personal or business benefit because of some activity or decision by Tai Calon.
- 9.2 The interest should be disclosed in the register maintained by the Secretary and at any meeting attended by the Board member as soon as the Board member becomes aware of it.
- 9.3 Board members must also ensure that the following are recorded in the register whenever they arise:
 - a. Any existing interest in property owned by Tai Calon (including tenancies and licences and rights over land owned by Tai Calon, for example a right of way over land leading to a garage);

- b. Any interest in property being brought by Tai Calon;
- c. Any interest in a company selling or being an agent for any property being brought by Tai Calon;
- d. Any business relationship with any person or firm earning fees from work for Tai Calon;
- e. Any business relationship with any person or firm entering into a contract to carry out work for or provide supplies to Tai Calon;
- f. A list of bodies in which they have an interest as a director or officer;
- g. A list of firms of which they are a member;
- h. A list of bodies of which they are an official or elected member;
- i. A list of bodies of which they are the owner or controller of more than 2% of the share which are publicly quoted or 10% of the shares in any other company.

9.4 The Rules provide that Local Authority Board Members do not have an interest for the purpose of any contract between Tai Calon and Blaenau Gwent County Borough Council. Local Authority members need not record these in the register.

9.5 Where a Board member has an interest in any arrangement between Tai Calon and any other individual or body which is being discussed by the Board or any committee they must declare their interest and withdraw from the meeting unless they are asked to remain and they shall have no vote on the matter under discussion. This requirement to disclose their interest and withdraw does not apply to:

- a. A Board member who is a tenant if the matter under discussion affects all or a substantial group of tenants.
- b. A Board member who is a local authority nominated Board member if the matter under discussion is any contract between Tai Calon and Blaenau Gwent County Borough Council.

10. Relationship with Board Members, staff and involved tenants

10.1 Board members, staff and involved tenants must maintain a constructive professional relationship based on a sound understanding of their respective roles.

10.2 Board members have a duty of loyalty and support towards Tai Calon and this must be reflected in a constructive, professional relationship with its staff.

- 10.3 Board members must not go beyond their role as a Board member and become inappropriately involved in operational matters.
- 10.4 In dealings with staff, both formally and informally, Board members must set an example by demonstrating the highest standards of integrity and ethics and your alignment with the values, policies and objectives of Tai Calon.
- 10.5 If it is necessary to raise issues of poor staff performance at a formal meeting, these must be raised in a constructive way, aimed at getting things right in the future, not at criticising individuals. Any concerns about the performance of individuals must be discussed in confidence with the Chair of the Board or the Chief Executive.
- 10.6 Board members must not appear to undermine the authority of a senior officer in his or her dealings with a more junior member of staff.
- 10.7 Board members must avoid personal familiarity with members of staff.
- 10.8 Board members must not ask or encourage a member of staff to act in any way which would conflict with compliance with any of Tai Calon's policies or procedures.

11. Relationship with tenants and other Service Users

- 11.1 Board members must maintain high standards of professionalism, fairness and courtesy in all dealings with tenants and other service users.
- 11.2 All tenants and service users must be treated with courtesy and respect.
- 11.3 No personal relationships with tenants or service users must be allowed to conflict with a Board member's role or responsibilities.
- 11.4 When handling information relating to tenants and other service users, Board members must comply with the law and Tai Calon's policies and procedures relating to the protection of personal data.

12. Health, Safety and Security

- 12.1 Board members' conduct must not endanger the health, safety or security of themselves or others.
- 12.2 Board members must comply with the law and Tai Calon's policies on smoking and the use of alcohol, illegal drugs and other substances.
- 12.3 Board members must comply with Tai Calon's policies relating to the security of premises.

13. Conduct at Meetings

- 13.1 Board members' conduct at meeting must show respect for all, and comply with Tai Calon's standards.
- 13.2 Board members will have read all of the papers before the meeting and asked any detailed questions of the relevant officer before the meeting.
- 13.3 Board members must be courteous to all other attendees and respect the position of the meeting chair.
- 13.4 Board members must not use threatening or aggressive behaviour, or act in a disruptive way.
- 13.5 Board members must not attend meetings whilst intoxicated or under the influence of drugs.
- 13.6 Once a Board or committee meeting has properly reached a decision, all members must share responsibility for that decision, even if a member did not personally support the decision.

14. Prohibition on benefits for Board members

- 14.1 The Housing Act 1996 prohibits Tai Calon from making any payment or granting any benefit unless it falls within a strict list of exceptions to:
 - a. Board members;

- b. Anyone who has been a Board member within the past 12 months;
- c. A close relative of a board member or a person who has been a board member within the past 12 months;
- d. A business trading for profit or which anyone of these individuals is a principal proprietor or is directly concerned with the management.

14.2 The following payments or benefits to Board members are permitted and Board members must ensure that they or their close relatives receive no other payments or benefits from the organisation other than those listed below and in the following paragraph:

- a. The payment of expenses actually incurred by Board members on the business of the organisation;
- b. The grant of a new tenancy to a current or former Board member or close relative of a Board member provided that the Board member or relative was already a tenant of Tai Calon before the Board member joined the Board;
- c. There is no special priority and no beneficial treatment or beneficial terms because the beneficiary is a Board member or close relative;
- d. The decision to grant the payment or benefit is taken by the Board or a committee of the Board with delegated authority and the Board member who has interest does not participate.
- e. The decision is recorded in the minutes of the Board or Committee of the Board and in a separate register maintained by the Secretary available for public inspection.

14.3 The additional permitted payments and benefits to Board members, former Board members and close relatives are:

- a. The grant of a tenancy or the disposal of a home to a Board member, a person who has been a Board member within the past 12 months or a close relative provided they are in housing need, they meet the published criteria for the allocation of housing by Tai Calon and the consent of the Welsh Government has been obtained.
- b. The provision of financial assistance to a Board member, former Board member or close relative provided they meet the published criteria for such assistance.

- c. Payment for the purchase of a home from a Board member, former Board member or close relative provided the written consent of the Welsh Government has been obtained.

14.4 Welsh Government guidance advised that a close relative is a relative by blood or marriage who is so close to a Board member that there is a real risk that a decision to make a payment or grant a benefit to him or her could be influenced by that relationship. Tai Calon extends this definition to include anyone who may not legally be related to the Board member at all, but is treated as a close relative, eg a co-habitee or partner or foster child.

14.5 Following Welsh Government guidance issued in October 2017, where it is decided to pay Board Members, due regard must be given to Community Housing Cymru's Code of Governance.

15. Use of Contractors and Suppliers

15.1 The use of local contractors or suppliers, who do work for Tai Calon is not to be discouraged but , Board members are requested to declare to the Company Secretary when they do so. This will be recorded in the Register of Use of Contractors.

15.2 An up to date list of contractors and suppliers is available from the Company Secretary. The list is also published on Virtual Board Room.

16. Training and Development

16.1 All Board members must participate in an annual appraisal on an individual basis and on the Board as a whole.

16.2 All Board members must actively participate in the identified and agreed training and development plan.

16.3 All Board members must make every effort to attend any additional meetings, workshops, or away days as organised throughout the year.

17. Aims and Values

- 17.1 Tai Calon’s work and reputation relies on us all upholding and promoting Tai Calon’s aims and values.
- 17.2 All parts of Tai Calon should work to the same aims and uphold the same values. Therefore, the Board will publish these in handbooks and newsletters and in other ways.
- 17.3 Board members are required to incorporate these in their conduct in relation to Tai Calon.

18. Political Activities

- 18.1 Tai Calon’s work may take it into the political arena but it must ensure that it can demonstrate its non-political nature and personal political activities must be kept totally separate from Tai Calon’s work.

19. Failure to follow the Code of Conduct

- 19.1 Board members should recognise that failure to follow this Code of Conduct may damage Tai Calon’s reputation and its work and so will be viewed as a disciplinary matter.
- 19.2 In the event of an alleged breach of the Code of Conduct by a Board member, any investigation or action will be initiated by the Chair or Vice Chair of the Board. Subsequent action will be considered in accordance with Tai Calon’s rules.

Full name: _____

As a member of the Board of Tai Calon Community Housing Ltd (Tai Calon), I agree to meet my obligations to the Board of Tai Calon, to comply with the Rules of Tai Calon and to abide by this Code of Conduct.

Signed: _____

Date: _____

