

BOARD AND COMMITTEE MEMBER CODE OF CONDUCT

A. Introduction and Background

The Board is responsible for the overall control of the affairs of Rochdale Boroughwide Housing Limited (RBH). This includes providing direction and ensuring that the aims and objectives of the Society are met, monitoring the performance, effectiveness and efficiency of all the functions of the Society, ensuring the financial viability of the Society and overseeing the procurement of resources to enable the meeting of financial and other obligations.

This Code of Conduct applies to all Board and Committee Members. Its purpose is to affirm the society's commitment to the highest standards of governance. Board and Committee Members should also have due regard to the NHF Code of Conduct 2012.

The Representative Body and employees have their own code of conduct.

B. Governing Principles

RBH is committed to conducting its business in an open, proper and accountable manner with a clear decision making and delegation process consistent with the requirements of statute and of best practice.

The Society's business will always be legal. The Society is committed to strict compliance with all those laws and regulations which govern its business activities.

Unless there are reasons of confidentiality information about the Society, its policies and procedures, areas of operation, management, its Board, Committees and employees and minutes of Board meetings will be made available to the public on request.

C. Functions of the Board

The function of the Board is to direct the affairs of the society in accordance with its purpose and objects and to exercise its powers subject to RBH's Rules.

Board and Committee Members must:

- Act in the best interests of RBH at all times;
- Take collective responsibility for decisions made, even if they personally were not in favour;
- Follow RBH's Rules and supporting documents (such as the Mutual Governance Excellence Framework);

- Contribute to the work of the Board and Committee in order to fulfil the role and functions as defined in RBH's Rules;
- Attend training provided by RBH appropriate to their role; and
- Work cooperatively with the Representative Body.

D. Duties of Board and Committee Members

The general duties of Board and Committee Members are:

- The duty to act within powers – a Board or Committee Member must act in accordance with the Rules and only exercise powers for the purposes for which they are conferred;
- The duty to promote the success of the society – a Board or Committee Member must act in the way he/she considers, in good faith, would be most likely to promote the success of RBH for the benefit of its members as a whole;
- The duty to exercise independent judgment;
- The duty to exercise reasonable care, skill and diligence;
- The duty to avoid conflicts of interest – a Board/Committee Member must avoid a situation in which he/she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the business;
- The duty not to accept benefits from third parties – a Board or Committee Member must not accept a benefit from a third party conferred by reason of his/her being a Board or Committee Member or his/her doing (or not doing) anything as a Board or Committee Member; and
- The duty to declare an interest in any proposed transaction or arrangement – if a Board or Committee Member is in any way directly or indirectly interested in any proposed transaction or arrangement with RBH, he/she must declare the nature and extent of that interest to the other Board or Committee Members.

E. Register of Interests

All Board and Committee Members must complete a declaration of interests form on which they must declare any interests they may have which might affect or influence them in the carrying out of their role. Any new interests must be declared to the Secretary in writing and all Board and Committee Members must confirm their entry each year. The purpose of the register of interests is to protect both RBH and individuals by ensuring and demonstrating openness and transparency.

F. Conflicts of Interest

Board and Committee Members must not have any outside interests which conflict with the best interests of RBH. Board and Committee Members are expected to act solely for the Society and not to be influenced by any personal interest which may result from other individual or business concerns. All actual or potential conflicts of interest must be openly declared and properly resolved.

Board and Committee Members private and personal interests must not influence their decisions and they must not use their position to obtain personal gain of any sort or gain for friends, family, or associates.

In circumstances where a Board or Committee Member or his/her family member, friend associate etc. could receive personal or business benefit as a consequence of any of the Society's activities the Board member must make a declaration of interest.

If a situation arises where a Board or Committee Member does have a personal interest or involvement in a matter to be discussed or decided on by the Board or a Committee, unless the interest is of a type specified in the rules 6.12.8 or 6.12.9, they must declare it and the declaration must be recorded in writing. The Meeting Chair will decide if the Members is to withdraw from the meeting when the item is to be discussed or just to abstain from the discussion. If the Chair declares a conflict of interest in an item, they will relinquish the position of Chair during the discussion of that item and the Deputy Chair or Secretary will assume the responsibilities of Chair for that item.

Where there is a fundamental or ongoing material conflict, the Board will determine whether the person concerned should cease to be a Board Member.

The Governance Team will maintain a Register of Interests. This will be held securely by the Secretary and will be open to public inspection. The Secretary may exclude potentially sensitive information.

Types of Interest:

- Indirect pecuniary interests arising from connections with bodies that have a direct pecuniary interest or from being a business partner of, or being employed by, a person with such an interest.
- Nonpecuniary interests include those arising from membership of clubs and other organisations.

G. Statements of Responsibility

Upon appointment to the Board or a Committee, each Board or Committee Member must sign a Statement of Responsibility. These forms will be kept securely by the Secretary.

H. Receipt of Gifts, Hospitality and Bribery

The receipt of gifts and hospitality are subject to restriction and any that are offered must be declared and recorded by the Secretary.

Reasonable small tokens and hospitality, such as calendars, pens, a lunch when attending a training event etc, may be acceptable provided that they do not place the recipient under any obligation, are not recurring or systematic and are not capable of being misconstrued.

Board and Committee Members will not place themselves under an obligation that might influence, or be perceived to influence, the conduct of their duties. Board and Committee Members must not accept personal gifts with an above nominal monetary value or hospitality if they could be perceived as exerting improper influence over any decision making.

Board and Committee Members must only accept hospitality of a modest nature such as a working lunch or a general invitation to attend a sponsored event. Events to which Board or Committee Members are invited through RBH do not need to be declared.

Hospitality must not be accepted if it implies any form of obligation to the individual or organisation who offers it. No hospitality can be accepted if it is likely to affect the impartiality of the Board or Committee in carrying out the business of the Society. Hospitality from a company or organisation in the process of bidding or tendering for work must be refused.

Any gift which is offered to a Board or Committee Member, but is intended for the Society must be referred to the Secretary who will decide if the gift can be accepted. The Secretary must ascertain that in accepting the gift this cannot be perceived as a way of exerting improper influence over the Society. The Secretary will decide on how organisational gifts should be distributed. A full record of all gifts, whether they have been accepted or declined, will be recorded.

All gifts and hospitality, whether accepted or not, must be reported, using the appropriate form, to the Secretary, together with the name of the donor, for inclusion on the gifts and hospitality register. The register of gifts and hospitality will be made available for inspection by members on request.

RBH complies with the Bribery Act 2011. Board and Committee Members must comply with RBH's Anti-Fraud and Anti-Bribery Policies (or equivalent). A copy of the relevant policy is available upon request from the Governance Team or from RBH's website.

I. Media, including social media

Board and Committee Members must not discuss any matters relating to RBH with any representatives of the media unless specifically authorised to do so. This includes face to face, in writing and over the phone. If a press statement is required on a particular subject, this will be prepared by the Communications Team, in consultation with the relevant Board or Committee Member to whom it may be attributed (if applicable).

Board and Committee Members must not disclose anything that they know only through their capacity as a member of the Board of Rochdale Boroughwide Housing.

When using social media, any posts may be seen not just by friends and acquaintances, but also by their friends and are easily passed onto a wider online audience, including the press. Once online, it is very hard to remove something that is in the public domain.

Any statements posted on social media which are derogatory in any way to RBH may breach this code of conduct and may potentially result in disciplinary procedures being brought against the Board or Committee Member involved. If a Board or Committee Member is unsure if something is contentious, they must always err on the side of caution and seek advice from the Communications Team.

If Board or Committee Members do post on social media sites, they must make it clear when making statements concerning RBH that these are the individual's own views and not those of RBH.

Board and Committee Members are encouraged to use social media to promote the work of RBH.

J. Conduct and Probity

In all meetings, Board and Committee Members must behave with the highest standards of conduct, comply with any relevant legislation, respecting other people and in accordance with RBH's published policies. Board and Committee Members are independently and collectively responsible for the decisions and conduct of the Board or Committee. Board and Committee Members must consider the issues before them in an objective manner and at all times remain independent in their views.

Any person wishing to address the meeting, whether a Board or Committee Member, a Representative, a guest speaker, an employee or a Member of the Society, will only be allowed to do so at the invitation of the Chair.

Individual Board and Committee Members should consider resigning their position when faced with a conflict of interest that cannot be resolved.

If a Non-Executive Director or Committee Member wishes to apply for employment at RBH, there must have been at least a 12 month interval from the end of their term before they are able to apply for any employment positions at RBH. This would also extend to Employees wishing to apply to be a Board or Committee Member in that there must be a 12 month interval between the end of their employment at RBH and Board/Committee application.

K. Confidentiality

Confidential information includes information relating to the policy, management, operations, development, marketing, customers, suppliers, financial affairs and employment matters of the Society, and other information directly or indirectly relating to the business of the Society and not generally known to the public.

All Board and Committee Members must maintain the confidentiality of such information and must not provide such information to third parties unless they are entitled to receive it.

Information received by a Board or Committee Member in the course of business dealings must not be used for personal gain or the gain of another organisation or persons with which a Board or Committee Member is connected. The information must only be used for the RBH purpose for which it is intended. Information must not be used to benefit other individuals, even if this use is altruistic, without the express permission of the Chair or Secretary.

All Board and Committee Members must comply with RBH's Confidentiality Policy.

L. Openness

Where not confidential, the Board and Committees must conduct their dealings with Members and the public in an open and responsive way. All meetings of the Board will be open to Members as well as reports and minutes of the meetings being available upon request from the Governance Team. The Board will ensure that its decision which are responses to concerns or issues raised by Members, tenants, employees, stakeholders etc are published so that the Board's responsiveness is widely known.

Wherever appropriate, the Board will make provision for access to records of their decisions and will publicise the arrangements made.

M. Speaking Up

Board and Committee Members must promote and support this code of conduct by leadership and example. Any Board or Committee Member who knows, or has suspicions, of any breaches of this Code of Conduct or any legal violation in relation to the work of the Society must report any such matters promptly to the Chair of the Board, the Chief Executive or the Secretary, in line with the Grievance, Disputes and Disciplinary Procedure.

N. Equality and Diversity

RBH recognises that our members, tenants, employees, Board, Committee and Representative Body members and partners come from many diverse backgrounds, bringing with them different experiences and needs.

RBH will ensure that equality and diversity are integral to its strategies, policies and other activities. Governing Body members are expected to act in manner which does not cause direct or indirect discrimination against those who may hold a protected characteristic as defined by the Equality Act 2010.

O. Remuneration

From October 2019 the Representative Body approved remuneration of all Non-Executive Directors which is detailed in the Board Expenses and Remuneration Policy for transparency. This policy also contains details of the expenses that can be claimed by Non-Executive Directors and Committee Members.

P. Business Monitoring and Control

The Board will take steps to provide for:

- the maintenance of proper accounting methods and the reliability of financial information used within the business or for publication;
- the safeguarding of assets against unauthorised use;
- the maintenance of books and records which fully and fairly reflect all receipts and expenditures of the society and are prepared in accordance with the relevant accounting principles.

Q. The Board as Employer

The Board will ensure that:

- it complies with all relevant legislation and RBH's employment policy

- the society adopts management practices which use resources in the most economical, efficient and effective manner.
- the policies and procedures for the recruitment and management of employees provide for the appointment and advancement on merit on the basis of equal opportunity for all applicants and employees.
- Board, Committee Members and employees have appropriate access to expert advice and training opportunities in order to enable them to exercise their responsibilities effectively.
- the Board annually reviews the performance of the Chief Executive.

R. Investigating Breaches and Complaints

To protect the integrity of the Board, its Committees and the reputation of RBH, all complaints and alleged breaches of this Code of Conduct will be investigated in accordance with the Grievance, Disputes and Disciplinary Procedure.

The Chair of the Board, along with the Secretary, will investigate alleged breaches of this code. A meeting of the Disciplinary Panel will be convened when it is considered that there is a case to be answered.

Annex

A – Grievance, Disputes and Disciplinary Procedure