

RBH REPRESENTATIVE BODY CODE OF CONDUCT



1. Introduction and Background

- 1.1 This Code of Conduct applies to all members of the Representative Body. Its purpose is to outline the appropriate conduct for Representatives and deals with what they will do as a Representative and how they must behave. The Code of Conduct also affirms the Society's commitment to the highest standard of governance.
- 1.2 There are separate Codes of Conduct for the Board and for employees.

2. Governing Principles

- 2.1 Rochdale Boroughwide Housing Limited (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 best practice.
- 2.2 The Society's business will always be legal. The Society is committed to strict compliance with those laws and regulations which govern its business activities.
- 2.3 Unless there are reasons of confidentiality, information about the Society, its policies and procedures, areas of operation, management, its Board and Representative Body and employees and minutes of Board and Representative Body meetings will be made available to members and where appropriate to the public upon request.

3. Duties of the Representative Body

- 3.1 The Representative Body represents Members and wider interests of the community in the governance of the Society's affairs. In exercising the role of a Representative, and outside of meetings, Representatives must:
 - act in the best interests of RBH at all times;
 - follow RBH's rules and supporting documents (such as the Governance Handbook);
 - treat others with respect at all times, this extends to not only Representatives but also to Board Members, Stakeholders, Members and colleagues of RBH;
 - support RBH's values, purpose and objects;
 - contribute to the work of the Representative Body in order for it to fulfil its role and functions as defined in RBH's Rules;
 - attend training agreed by the Representative Body as appropriate to their role as Representatives;
 - use independent judgement and be objective when considering issues and making decisions;
 - work cooperatively with the Board.

4. Interests

- 4.1 All Representatives must complete a declaration of interests form on which they must declare any interests they may have which might affect or influence them in carrying out their role. Any new interests must be declared to the Secretary in writing and all Representatives must confirm their entry each year.
- 4.2 It is the responsibility of a Representative to ensure the details of interests is accurate and up to date. The purpose of the register of interests is to protect both RBH and individuals by ensuring and demonstrating openness and transparency.
- 4.3 If a Representative fails to up date their declaration of interests in a timely manner, this may be treated as a breach of the Code of Conduct. The Secretary will determine what is a reasonable period of time on a case by case basis, taking into account all the relevant circumstances.
- 4.4 Should a Representative have or become aware of a possible conflict of interest, this should be immediately reported to the Secretary. The Representative Body will then determine whether and the extent to which that Representative may attend, participate in debate or vote on that matter. All actual or potential conflicts of interest must be openly declared and properly resolved. If a Representative is unsure whether an interest should be declared, they should err on the side of caution and if in doubt discuss the matter with the Secretary.
- 4.5 Representative's 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.
- 4.6 The Governance Team will maintain a Register of Interests. This will be held securely by the Secretary and will be open to public inspection upon request. The Secretary may exclude potentially sensitive information.
- 4.7 If a Representative has participated in a discussion or voted on a decision and it is found that they have deliberately withheld a declarable interest, this may be treated as serious breach of the Code of Conduct will be dealt with in accordance with the Breach of Conduct Procedure.

5. Gifts, Hospitality and Bribery

- 5.1 The receipt of gifts and hospitality are subject to restriction and any that are offered must be declared and recorded by the Secretary.
- 5.2 Reasonable small tokens and hospitality of a modest nature such as a working lunch, general invitation to a sponsor event calendars, pens, 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. Representatives will not place themselves under an obligation that might influence, or be perceived to influence, the conduct of their duties.
- 5.3 Events to which Representatives are invited through RBH do not need to be declared. If a Representative is unsure whether the offer of a gift or hospitality can be accepted, they must consult with the Secretary prior to accepting the offer.

- 5.4 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.
- 5.5 RBH complies with the Bribery Act 2011. Representative 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.

6. Media, including social media

- 6.1 RBH recognises the importance of social media and encourages Representatives to use social media to promote the work of RBH. If Representatives do post on social media sites, they shall make it clear when making statements concerning RBH that these are the individual's own views and not those of RBH. It is important to remember when using social media, posts may be seen not just by friends and acquaintances and may be easily passed onto a wider online audience.
- 6.2 Representatives must not discuss any matters relating to RBH with any representatives of the media. This may include requests made face to face, in writing, social media and over the phone. Should a Representative be approached by the media, they must direct the person(s) to the Secretary or the Communications Team.
- 6.3 RBH may from time to time request that a Representative speaks to the media or an external group on a matter relating to RBH and/or the Representative Body. This request will be made in writing and recorded appropriately. If a press statement is required on a particular subject, this will be prepared by the Communications team, in consultation with the relevant Representative to whom it may be attributed to (if applicable).
- 6.4 If a Representative speaks to the media or an external group inadvertently, the Representative must contact the Secretary or the Communication Manager as soon as possible.
- 6.5 Any statements posted on social media or made to the press which are derogatory in any way to RBH may breach this Code of Conduct and may potentially result in the breach of conduct procedures being brought against the Representative involved.

7. Conduct and Probity

- 7.1 In all meetings, Representatives must behave with the highest standards of conduct, and must respect each other and others present. The Representative Body has adopted the Good Meeting Guidance (see Appendix One). A Representative who acts in a manner which is not compatible with this may be removed from a meeting and further may be subject to Breach of Conduct action. Any Representative obstructing the business of a meeting of the Representative Body may be removed from the meeting on the instruction of the Chair of the Representative Body.
- 7.2 Representatives must also comply with any relevant legislation and act in accordance with RBH's published policies. Representatives 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 Representative, a Board Member, a guest speaker, an employee or Member of the Society, will only be allowed to do so at the invitation of the Chair.

- 7.3 Outside of meetings, Representatives represent the Society and are expected to act in an appropriate manner and must not do anything that may bring the society into disrepute.

8. Confidentiality

- 8.1 All Representatives must comply with RBH's Confidentiality Policy (or equivalent) and the Data Protection Act 2018. A copy of the confidentiality policy will be provided on induction and any updates will be circulated when required.
- 8.2 Confidential information includes information relating to the business, policy, organisation, management, operations, development, marketing, customers, suppliers, financial affairs, personnel 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.
- 8.3 All Representatives must maintain the confidentiality of such information and must not provide such information to third parties unless they are entitled to receive it.

9. Openness

- 9.1 The Representative Body will conduct their dealings with Members and the public in an open and responsive way. All meetings of the Representative Body will be open to Members as well as reports and minutes of the meetings being available upon request from the Governance Team. The Representative Body will ensure that its decisions which are responses to concerns or issues raised by Members are published so that the Representative Body's responsiveness is widely known.

10. Speaking Up

- 10.1 Representatives must promote and support this Code of Conduct by leadership and example. Any Representatives who know, or have suspicions, of any breaches of the Code of Conduct must report such matters promptly to the Chair of the Representative Body or the Secretary, in line with the breach of conduct procedures.

11. Equality and Diversity

- 11.1 RBH recognises that our members, tenants, employees, 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. Representatives 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.

12. Remuneration

- 12.1 The position of a Representative Body member is unpaid, however, reasonable expenses will be reimbursed. For further details, please see the Representative Body Expenses, Support and Development Procedure or a member of the Governance team.

13. Attendance

- 13.1 In order to carry out the role to which they have been elected or appointed to, Representatives must attend meetings of the Representative Body and training that may be arranged.
- 13.2 In order for the Representative Body to make decisions it needs to reach its quorum as determined in the RBH's Mutual Rules. Attendance at meetings is essential to ensure meetings are quorate. If a Representative is unavailable to attend a meeting, they shall contact the Governance Team to provide their apologies to the Representative Body as soon as practicably possible.
- 13.3 In the event a Representative is having difficulties attending meetings, they are encouraged to discuss with the Chair of the Representative Body and the Secretary at an early opportunity to discuss the options available to them.
- 13.4 If a Representative fails to attend on average 80% of meetings over any 12 month period, without a valid reason approved by the Representative Body this will be treated a serious breach of the Code of Conduct and will be dealt with in accordance with the Breach of Conduct Procedure.

14. Investigating Breaches and Complaints

- 14.1 To protect the integrity of the Representative Body and the reputation of RBH, all complaints and alleged breaches of this Code of Conduct will be investigated in accordance with the Breach of Conduct Procedure for the Representative Body.
- 14.2 The Chair of the Representative Body, along with the Secretary, will investigate alleged breaches of this Code. A meeting of the Breach of Conduct Panel will be convened when it is considered that there is a case to be answered. Full details on how the breach of conduct procedure shall operate are contained within the Representative Body Breach of Conduct Procedure.

15. Appendices:

Appendix One - Breach of Conduct Procedure for Representative Body members

Appendix Two - Good Meeting Guidelines